

NACCO INDUSTRIES INC

Form S-8

December 12, 2006

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As filed with the Securities and Exchange Commission on December 12, 2006.

Registration No. _____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8**

**REGISTRATION STATEMENT
Under The Securities Act of 1933
NACCO INDUSTRIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware **34-1505819**
(State or Other Jurisdiction (I.R.S. Employer Identification No.)
of Incorporation or Organization)

5875 Landerbrook Drive, Cleveland, OH 44124

(Address of Principal Executive Offices Including Zip Code)

NACCO Industries, Inc. Executive Long-Term Incentive Compensation Plan

(Full Title of the Plan)

Charles A. Bittenbender, Esq.

Vice President, General Counsel and Secretary

NACCO Industries, Inc.

5875 Landerbrook Drive

Cleveland, Ohio 44124-4017

(440) 449-9600

(Name, Address and Telephone Number of Agent For Service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1)(2) | Proposed Maximum Offering Price Per Share (3) | Proposed Maximum Aggregate Offering Price (3) | Amount of Registration Fee |
|--|---|---|---|-------------------------------------|
| Class A Common Stock, par value \$1.00 per share | 184,421 | \$148.66 | \$27,416,025.86 | \$2,933.51 |

(1) Represents maximum number of shares of Class A Common Stock of the Registrant, par value \$1.00 per share, issuable

pursuant to the
NACCO
Industries, Inc.
Executive
Long-Term
Incentive
Compensation
Plan (the Plan)
being registered
hereon.

- (2) Pursuant to
Rule 416 of the
Securities Act
of 1933 (the
Securities Act),
this Registration
Statement also
covers such
additional
shares of
Class A
Common Stock
as may become
issuable
pursuant to the
anti-dilution
provisions of
the Plan.
- (3) Estimated solely
for calculating
the amount of
the registration
fee, pursuant to
paragraphs
(c) and (h) of
Rule 457 of the
General Rules
and Regulations
under the
Securities Act,
on the basis of
the average of
the high and low
sale prices of
such securities
on the New
York Stock
Exchange on
December 8,

2006, within
five business
days prior to
filing.

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been filed by NACCO Industries, Inc., a Delaware corporation (the Registrant), with the Securities and Exchange Commission (the Commission) and are incorporated herein by reference:

- (a) The Registrant s Annual Report on Form 10-K, filed March 1, 2006;
- (b) The Quarterly Reports on Form 10-Q, filed May 3, 2006, August 2, 2006 and November 2, 2006;
- (c) The Registrant s Current Reports on Form 8-K, filed February 9, 2006, March 28, 2006, March 31, 2006, April 3, 2006, May 15, 2006, June 26, 2006, July 27, 2006, August 2, 2006, August 14, 2006, September 6, 2006, October 19, 2006 and December 11, 2006; and
- (d) The description of the Registrant s Class A Common Stock contained in the registration statement on Form 8-B filed June 6, 1986, including any subsequently filed amendments and reports updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) subsequent to the date of this registration statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant s Amended and Restated Bylaws provide in Article VI that the Registrant will indemnify its directors, officers and employees and each person who is or was serving at the request of the Company as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by statute.

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Subsection (a) of Section 145 of the General Corporation Law of the State of Delaware, which we refer to as the DGCL, empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

Subsection (b) of Section 145 of the DGCL empowers a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that the person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted under standards similar to those set forth in the paragraph above, except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which the court shall deem proper.

Section 145 further provides that, to the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of Section 145, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; that any indemnification under subsections (a) and (b) of Section 145 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in subsections (a) and (b) of Section 145; that expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled; and that a corporation is empowered to purchase and maintain insurance on behalf of a director or officer of the corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under Section 145.

Item 7. Exemption from Registration Claimed.

Not applicable.

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Item 8. Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 4.1 | Restated Certificate of Incorporation of the Registrant is incorporated herein by reference to Exhibit 3(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1992, Commission File Number 1-9172. |
| 4.2 | Amended and Restated Bylaws of the Registrant are incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on May 15, 2006, Commission File Number 1-9172. |
| 4.3 | The Registrant by this filing agrees, upon request, to file with the Securities and Exchange Commission the instruments defining the rights of holders of Long-Term debt of the Registrant and its subsidiaries where the total amount of securities authorized thereunder does not exceed 10% of the total assets of the Registrant and its subsidiaries on a consolidated basis. |
| 4.4 | The Mortgage and Security Agreement, dated April 8, 1976, between The Falkirk Mining Company (as Mortgagor) and Cooperative Power Association and United Power Association (collectively as Mortgagee) is incorporated by reference to Exhibit 4(ii) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1992, Commission File Number 1-9172. |
| 4.5 | Amendment No. 1 to the Mortgage and Security Agreement, dated as of December 15, 1993, between Falkirk Mining Company (as Mortgagor) and Cooperative Power Association and United Power Association (collectively as Mortgagee) is incorporated by reference to Exhibit 4(iii) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, Commission File Number 1-9172. |
| 4.6 | Stockholders' Agreement, dated as of March 15, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 2 to the Schedule 13D filed on March 29, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.7 | Amendment to Stockholders' Agreement, dated as of April 6, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 4 to Amendment No. 1 to the Schedule 13D filed on April 11, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.8 | Amendment to Stockholders' Agreement, dated as of April 6, 1990, among the signatories thereto, the Registrant and Ameritrust Company |

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| Exhibit Number | Description |
|----------------|--|
| | National Association, as depository, is incorporated herein by reference to Exhibit 5 to Amendment No. 1 to the Schedule 13D filed on April 11, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.9 | Amendment to Stockholders Agreement, dated as of November 17, 1990, among the signatories thereto, the Registrant, and Ameritrust Company National Association, as depository, is incorporated herein by reference to Amendment No. 2 to the Schedule 13D filed on March 18, 1991 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.10 | Amendment to Stockholders Agreement, dated as of November 14, 1996, among the signatories thereto, the Registrant, the New Participating Stockholders (as defined therein) and Key Bank, N.A. (successor to Ameritrust Company National Association), as depository, is incorporated herein by reference to Amendment No. 3 to the Schedule 13D filed on November 26, 1996, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.11 | Amendment to Stockholders Agreement, dated as of November 14, 1996, among the signatories thereto, the Registrant, the New Participating Stockholders (as defined therein) and Key Bank, N.A. (successor to Ameritrust Company National Association), as depository, is incorporated herein by reference to Amendment No. 3 to the Schedule 13D filed on November 26, 1996, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.12 | Amendment to Stockholders Agreement, dated as of April 9, 1998, by and among KeyCorp Shareholder Services, Inc., the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 6 to the Schedule 13D filed on March 25, 1999, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.13 | Amendment to Stockholders Agreement, dated as of December 26, 1998, by and among KeyCorp Shareholder Services, Inc., the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 6 to the Schedule 13D filed on March 25, 1999, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.14 | Amendment to Stockholders Agreement, dated as of November 30, 1999, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 7 to the Schedule |

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| Exhibit Number | Description |
|----------------|---|
| | 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.15 | Amendment to Stockholders Agreement, dated as of November 30, 1999, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.16 | Amendment to Stockholders Agreement, dated as of March 30, 2000, by and among First Chicago Trust Company of New York, the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.17 | Amendment to Stockholders Agreement, dated as of October 31, 2000, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.18 | Amendment to Stockholders Agreement, dated as of October 31, 2000, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.19 | Amendment to Stockholders Agreement, dated as of February 14, 2001, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.20 | Amendment to Stockholders Agreement, dated as of December 26, 2001, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 9 to the Schedule 13D filed on February 14, 2002, with |

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| Exhibit Number | Description |
|----------------|--|
| | respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.21 | Amendment to Stockholders Agreement, dated as of February 11, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 9 to the Schedule 13D filed on February 14, 2002, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.22 | Amendment to Stockholders Agreement, dated as of October 24, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 10 to the Schedule 13D filed on February 14, 2003, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.23 | Amendment to Stockholders Agreement, dated as of December 30, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 10 to the Schedule 13D filed on February 14, 2003, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.24 | Amendment to Stockholders Agreement, dated as of December 28, 2004, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit 4.23 of the Registration Statement on Form S-4, filed by the Registrant on January 12, 2005, Commission File Number 333-121996. |
| 4.25 | Amendment to Stockholders Agreement, dated as of February 7, 2005, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit 4.24 of the Pre-Effective Amendment No. 1 to the Registration Statement on Form S-4, filed by the Registrant on February 7, 2005, Commission File Number 333-121996. |
| 4.26 | NACCO Industries, Inc. Executive Long-Term Incentive Compensation Plan, as amended and restated, effective as of January 1, 2006, is incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on May 15, 2006, Commission File Number 1-9172. |
| 23.1 | Consent of Ernst & Young LLP. |
| 24 | Power of Attorney. |

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Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment will be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director,

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officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on December 12, 2006.

NACCO INDUSTRIES, INC.

By: /s/ Charles A. Bittenbender
Charles A. Bittenbender
Vice President, General Counsel and
Secretary

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Date: December 12, 2006

/s/ Alfred M. Rankin, Jr.
Alfred M. Rankin, Jr.
Chairman, President, Chief Executive
Officer and Director (Principal Executive
Officer)

Date: December 12, 2006

/s/ Kenneth C. Schilling
Kenneth C. Schilling
Vice President and Controller (Principal
Financial and Accounting Officer)

Date: December 12, 2006

*
Owsley Brown II
Director

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Date: December 12, 2006 *

Dennis W. LaBarre
Director

Date: December 12, 2006 *

Richard de J. Osborne
Director

Date: December 12, 2006 *

Ian M. Ross
Director

Date: December 12, 2006 *

Michael E. Shannon
Director

Date: December 12, 2006 *

Britton T. Taplin
Director

Date: December 12, 2006 *

David F. Taplin
Director

Date: December 12, 2006 *

John F. Turben
Director

Date: December 12, 2006 *

Eugene Wong
Director

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* This registration statement has been signed on behalf of the above officers and directors by Charles A. Bittenbender, as attorney-in-fact pursuant to a power of attorney filed as Exhibit 24 to this registration statement.

DATED: December 12, 2006

By: /s/ Charles A. Bittenbender
Charles A. Bittenbender
Attorney-in-Fact

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| 4.2 | Amended and Restated Bylaws of the Registrant are incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed on May 15, 2006, Commission File Number 1-9172. |
| 4.3 | The Registrant by this filing agrees, upon request, to file with the Securities and Exchange Commission the instruments defining the rights of holders of Long-Term debt of the Registrant and its subsidiaries where the total amount of securities authorized thereunder does not exceed 10% of the total assets of the Registrant and its subsidiaries on a consolidated basis. |
| 4.4 | The Mortgage and Security Agreement, dated April 8, 1976, between The Falkirk Mining Company (as Mortgagor) and Cooperative Power Association and United Power Association (collectively as Mortgagee) is incorporated by reference to Exhibit 4(ii) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1992, Commission File Number 1-9172. |
| 4.5 | Amendment No. 1 to the Mortgage and Security Agreement, dated as of December 15, 1993, between Falkirk Mining Company (as Mortgagor) and Cooperative Power Association and United Power Association (collectively as Mortgagee) is incorporated by reference to Exhibit 4(iii) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, Commission File Number 1-9172. |
| 4.6 | Stockholders' Agreement, dated as of March 15, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 2 to the Schedule 13D filed on March 29, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.7 | Amendment to Stockholders' Agreement, dated as of April 6, 1990, among the signatories thereto, the Registrant and Ameritrust Company National Association, as depository, is incorporated herein by reference to Exhibit 4 to Amendment No. 1 to the Schedule 13D filed on April 11, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.8 | Amendment to Stockholders' Agreement, dated as of April 6, 1990, among the signatories thereto, the Registrant and Ameritrust Company |

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| Exhibit Number | Description |
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| | National Association, as depository, is incorporated herein by reference to Exhibit 5 to Amendment No. 1 to the Schedule 13D filed on April 11, 1990 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.9 | Amendment to Stockholders Agreement, dated as of November 17, 1990, among the signatories thereto, the Registrant, and Ameritrust Company National Association, as depository, is incorporated herein by reference to Amendment No. 2 to the Schedule 13D filed on March 18, 1991 with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.10 | Amendment to Stockholders Agreement, dated as of November 14, 1996, among the signatories thereto, the Registrant, the New Participating Stockholders (as defined therein) and Key Bank, N.A. (successor to Ameritrust Company National Association), as depository, is incorporated herein by reference to Amendment No. 3 to the Schedule 13D filed on November 26, 1996, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.11 | Amendment to Stockholders Agreement, dated as of November 14, 1996, among the signatories thereto, the Registrant, the New Participating Stockholders (as defined therein) and Key Bank, N.A. (successor to Ameritrust Company National Association), as depository, is incorporated herein by reference to Amendment No. 3 to the Schedule 13D filed on November 26, 1996, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.12 | Amendment to Stockholders Agreement, dated as of April 9, 1998, by and among KeyCorp Shareholder Services, Inc., the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 6 to the Schedule 13D filed on March 25, 1999, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.13 | Amendment to Stockholders Agreement, dated as of December 26, 1998, by and among KeyCorp Shareholder Services, Inc., the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 6 to the Schedule 13D filed on March 25, 1999, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.14 | Amendment to Stockholders Agreement, dated as of November 30, 1999, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 7 to the Schedule |

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| Exhibit Number | Description |
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| | 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.15 | Amendment to Stockholders Agreement, dated as of November 30, 1999, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.16 | Amendment to Stockholders Agreement, dated as of March 30, 2000, by and among First Chicago Trust Company of New York, the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 7 to the Schedule 13D filed on March 30, 2000, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.17 | Amendment to Stockholders Agreement, dated as of October 31, 2000, by and among First Chicago Trust Company of New York, the Registrant and the Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.18 | Amendment to Stockholders Agreement, dated as of October 31, 2000, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.19 | Amendment to Stockholders Agreement, dated as of February 14, 2001, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Amendment No. 8 to the Schedule 13D filed on February 14, 2001, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.20 | Amendment to Stockholders Agreement, dated as of December 26, 2001, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 9 to the Schedule 13D filed on February 14, 2002, with |

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| Exhibit Number | Description |
|----------------|--|
| | respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.21 | Amendment to Stockholders Agreement, dated as of February 11, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 9 to the Schedule 13D filed on February 14, 2002, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.22 | Amendment to Stockholders Agreement, dated as of October 24, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 10 to the Schedule 13D filed on February 14, 2003, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.23 | Amendment to Stockholders Agreement, dated as of December 30, 2002, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Amendment No. 10 to the Schedule 13D filed on February 14, 2003, with respect to the Class B Common Stock, par value \$1.00 per share, of NACCO Industries, Inc., Commission File Number 5-38001. |
| 4.24 | Amendment to Stockholders Agreement, dated as of December 28, 2004, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholders (as defined therein) is incorporated herein by reference to Exhibit 4.23 of the Registration Statement on Form S-4, filed by the Registrant on January 12, 2005, Commission File Number 333-121996. |
| 4.25 | Amendment to Stockholders Agreement, dated as of February 7, 2005, by and among National City Bank (Cleveland), the Registrant, the Participating Stockholders (as defined therein) and the New Participating Stockholder (as defined therein) is incorporated herein by reference to Exhibit 4.24 of the Pre-Effective Amendment No. 1 to the Registration Statement on Form S-4, filed by the Registrant on February 7, 2005, Commission File Number 333-121996. |
| 4.26 | NACCO Industries, Inc. Executive Long-Term Incentive Compensation Plan, as amended and restated, effective as of January 1, 2006, is incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on May 15, 2006, Commission File Number 1-9172. |
| 23.1 | Consent of Ernst & Young LLP. |
| 24 | Power of Attorney. |