

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

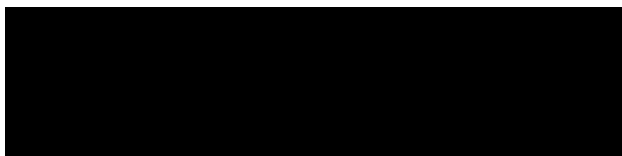
Item 3. Incorporation of Documents b

employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint - firm fo



EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	Third Amended Articles of Incorpora



July 29, 2014

Cliffs Natural Resources Inc.
200 Public Square, Suite 3300
Cleveland, Ohio 44114-2315

Re: Registration Statement on Form S-8 Filed by Cliffs Natural Resources Inc.

Ladies and Gentlemen:

We have acted as counsel for Cliffs Natural Resources Inc., an Ohio corporation (the “*Company*”), in connection with the 2014 Nonemployee Directors’ Compensation Plan (the “*Plan*”). In connection with the opinion expressed ⁴h4We haone lopssrn iss e teme n̄ ircssc s a tns ui tas e .)

