

SCHEDULE 13D

1 NAME OF REPORTING PERSONS Xu
Xu
Xu
Harbinger Capital Partners Special Situations FXu

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7,616,472

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,616,472

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

WITH

10 SHARED DISPOSITIVE POWER

16,616,472

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPOREY----- NT

(a, b) As of the date hereof, the Master Fund may be deemed to be the beneficial owner of 9,000,000 Shares, constituting 9.95% of the Shares outstanding of the Issuer.

The Master Fund has the .he d

On July 15, 2008 and July 16, 2008, the Master Fund entered into two equity swap transaction with Deutsche Bank ("DB") effective on July 15, 2008

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS
FUND, L.P.

By: Harbinger Capital Partners Special
Situations GP, LLC

By: HMC - New York, Inc., Managing Member

By: /s/ William R. Lucas, Jr.

Name: William R. Lucas, Jr.
-----~~Title: Executive Vice-President~~

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS
GP, LLC*

By: HMC - New York, Inc., Managing Member

E

By: ~~William R. Lucas, Jr.~~ 'd

~~Title: Executive Vice-President~~ PXT

i

d

-- By:

AGREEMENT

The undersigned agree that this Schedule 13D dated July 17, 2008^B relating to the Common Shares (par value \$0.125 per share) of Cleveland-Cliffs Inc. shall be filed on behalf of the undersigned.

HARBINGER CAPITAL PARTNERS, L.P.^B
BY: _____
TITLE: _____

By: /s/ WillidWállidWá

EXHIBIT B

TRANSACTIONS IN THE COMMON SHARES (PAR VALUE \$0.125 PER SHARE) OF THE ISSUER

TRANSACTIONS BY HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

Date of Transaction	Number of Shares Purchased	Price per Share
5/22/2008	333,333	\$92.9216
5/23/2008	147,019	\$92.5706

TRANSACTIONS BY HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

Date of Transaction	Number of Shares Purchased	Price per Share
5/22/2008	166,667	\$92.9216
5/23/2008	452,981	\$92.5706
5/27/2008	750,000	\$95.2623
5/28/2008	820,000	\$102.3315
5/30/2008	167,000	\$104.7518
6/23/2008	125,000	\$110.1264
6/23/2008	125,000	\$110.1264
6/24/2008	250,000	\$114.4081
6/25/2008	250,000	\$112.2192
6/26/2008	250,000	\$108.8067