
UNITED STATES

SCHEDULE 13D

1 NAME OF REPORTING PERSONS

Harbinger Capital Partners Special Situations Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
GSESSo2fdrorr2feirrrr6-D SHARED DI POCIT RE POWER

7,61 'd 'd 'd []

6 CITIZENSHIP OR PLACE OF ORGANIZATION H 4 &

Delaware 'd 'd

7 SOLE VOTING POWER

NUMBER OF -0- 0-

8 SHARED VOTING POWER

BENEFA... SOLE DI... LE... POWER

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

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.14%

14 TYPE OF REPORTING PERSON

C

WITH

10 SHARED DISPOSITIVE -

power to dispose or direct the disposition of 9==

(a, b) As of the date hereof, Raymond J. Harbert may be deemed to be the beneficial owner of 16,616,472 Shares, constituting 15.57% of the Shares outstanding

By: /s/ Wbyyy " "

/s/ Michael D. Luce*

Michael D. Luce

August 14, 2008

*The ReportG ea^{*R} fi

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AGREEMENT

The undersigned agree that this Amendment No. 1 dated August 14, 2008 relating to the Common Shares (par value \$0.125 per share) of Cleveland-Cliffs Incsn

shareholders authorize the proposed acquisition. The Acquiring Person proposes