
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or file number.

Chief Executive Officer	1998	400,000	291,000	—	-0-	-0-	220,593	16,400
Thomas J. O'Neil President and Chief	2000	328,167	55,100	275(5)	46,172(6)	-0-	41,674	13,455

Name

Rights

Maturation or Payout

T

certain key employees based on responsibility level. During 2000, based on the consultant’s recommendations mentioned above, the Committee replaced the Performance Share Program with a new Long-Term Incentive Program (“LTI Program”), which combines awards of performance shares under the Plan with cash-based retention awards.

Scope

The Audit Committee shall provide assistance to the Board of Directors in fulfilling their oversight responsibility relating to the Company's financial statements and the financial reporting process, the systems of internal control and the internal audit function, the annual independent audit of the Company's financial statements, and the legal compliance and ethics policies and procedures

P **This proxy is solicited on behalf of the Board of Directors**

R
O The undersigned hereby appoints J.D. Ireland III, G. F.
X Joklik, L.L. Kanuk, J.C. Morley and A. Schwartz, as Proxies, each with
the power of substitution, and hereby authorizes them to represent and to
vote all of Cleveland-Cliffs Inc Common Shares held a aM

SIGNATURE(S)

DATE

- FOLD AND DETACH HERE -

De~~dit~~ Shareholder:

#

Cleveland-CC