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**SCHEDULE 14A
(RULE 14a-101)**

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES

EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 - Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 - Definitive Proxy Statement
 - Definitive Additional Materials
 - Soliciting Material Pursuant to Section 240.14a-11c or Section 240.14a-12

CLEVELAND-CLIFFS INC.

Fee computed on table below per Exchange Act
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

þ No fee Buired.

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PROXY STATEMENT

March 24, 2003

SOLICITATION, USE AND REVOCATION OF PROXIES

The accompanying p

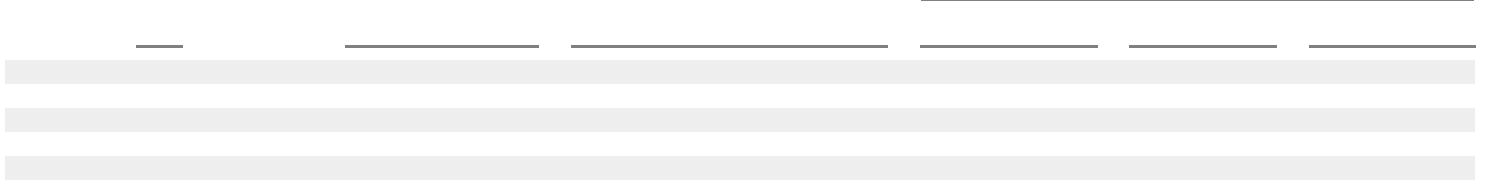
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INFORMATION CONCERNING DIRECTORS AND NOMINEES

Based upon information









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Executive Retention Program

As previously d

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SHAREHOLDER RETURN PERFORMANCE

The following table illustrates the annual total shareholder return for the Company's common stock over the period from January 1, 2010 to December 31, 2014.

Year	Annual Total Return (%)
2014	-1.0%
2013	1.0%
2012	1.0%
2011	1.0%
2010	1.0%

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AGREEMENTS

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votes represented by suc

CLEVELAND-CLIFFS INC
AUDIT COMMITTEE CHARTER

Purposes

This Charter governs the operations of the Audit Committee, which Committee has been created by the Board of Directors of Cleveland-Cliffs Inc to:

- (a) assist the Board of Directors in fulfilling the Board's oversight responsibilities to investors and other constituencies with respect to:
 - (i) the integrity of the Company's financial statements,
 - (ii) the Company's financial reporting process and compliance with ethics policies and ~~and~~ reportin



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Appointment. The Board of Directors w



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CLEVELAND-CLIFFS INC
C/O EQUISERVE TRUST COMPANY, N.A.
P.O. BOX 8694
EDISON, NJ 08818-8694

Dear Shareholder,

Cleveland-Cliffs Inc encourages you