

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549**
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March 30, 2006

To the Shareholders of
Cleveland-Cliffs Inc

The Annual Meeting of Shareholders of Cleveland-Cliffs Inc (the "Company") will be held at The Forum Conference Center, located in One Cleveland Center, 1375 East Ninth Street, Cleveland, Ohio 44114 on Tuesday, May 9, 2006 at 11:30 A.M. (Cleveland time)-in person. At the Annual Meeting, shareholders will attend for the election of directors.



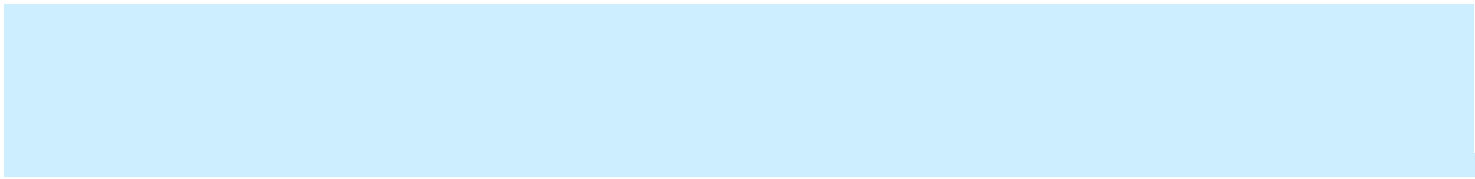
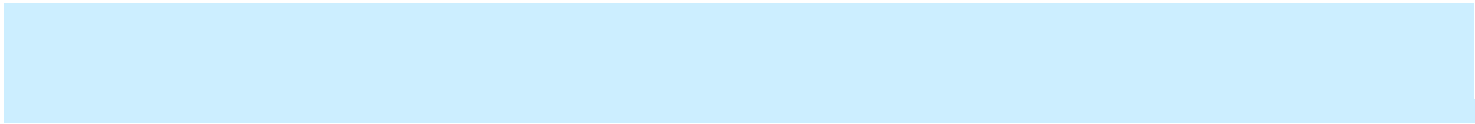
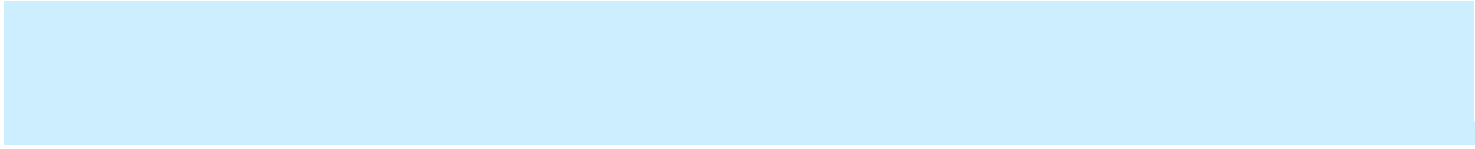
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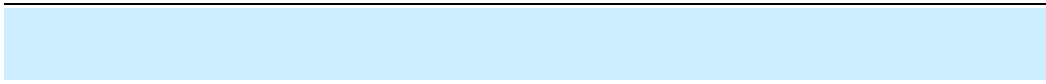

PROXY STATEMENT

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INFORMATION CONCERNING DIRECTORS AND NOMINEES

Based upon information received from the respective Directors and nominees as of Mar





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Directors were held and 28 meetings of all Board Committees were held. The Company's independent Directors held six meetings in executive session without the presence of Messrs. Brinzo and Gunning in the year 2005. Mr. McAllister has served as Lead Director since May



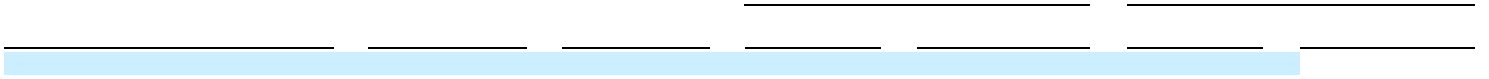
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The Strategic Advisory Committee, consisting o,

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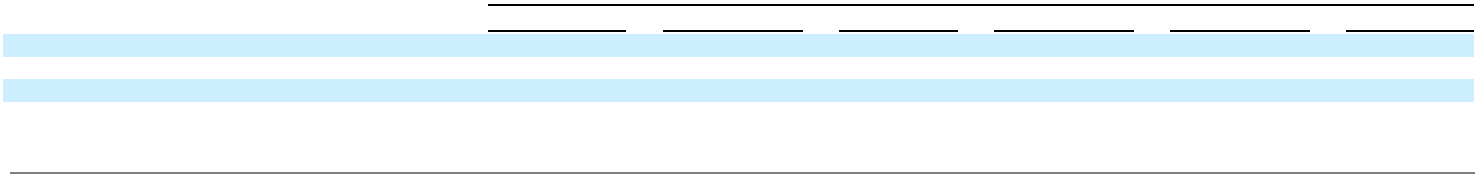
consultant a scorecard targeted at those areas that would most directly improve shareholder value. The elements and their respective weights are as follows:

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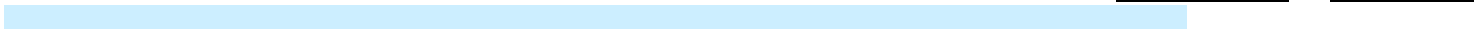
AGREEMENTS AND TRANSACTIONS

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performance, and to medical and life insurance benefit continuation for life following termination, unless the termination was for "cause". Also, participants are eligible for reimbursement of outplacement expenses up to 15 percent of base pay. The Severance Plan provides that the participants will not compete with the Company for the two or one year period for which they are receiving severance pay. Individuals who would be covered by the Severance Plan, but who receive severance pay and benefits pursuant to the Agreements or another plan or agreement signed on behalf of the Company, are not entitled to benefits under the Severance Plan. All benefits payable under the Severance Plan are to be derived from the Company's then current operating funds. None of the obligations of the Company described above exist unless a "change in control" has occurred. The Company will protect the participant against imposition of any excise tax on "excess parachute" payments under the Code by providing "gross up" payments to the participant. The termination letter for the Severance Plan shall be deemed to constitute the entire agreement between the Company and the participant regarding the Severance Plan.





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The Audit Committee's policy is to pre-approve all audit and non-audit services provided by the Company's independent auditors. These services may inc



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If notice in writing sh



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