

PROSPECTUS



October 7, 2008
Cleveland-Cliffs Inc
1100 Superior Avenue
Cleveland, Ohio 44114

Re: Cleveland-Cliffs Inc — Registration Statement on Form S-3

Ladies and Gentlemen:

I am General Counsel and Secretary for Cleveland-Cliffs Inc, an Ohio corporation ("Cleveland-Cliffs"). This opinion is being furnished in connection with the Registration Statement on Form S-3 filed by Cleveland-Cliffs with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act").

The Registration Statement relates to the sale of 4,000,000 common shares



contemplated hereby or (ii) reasonably be expected to have or result in a material adverse effect on CLF and its subsidiaries, taken as a whole or (b) as may be necessary as a result of any facts or circumstances relating solely to the Selling Unit Holders.

- (d) Capital Structure. The authorized capital stock of CLF consists entirely of (i) 224,000,000 shares of Cliffs Stock and (ii) 7,000,000 shares of preferred stock of CLF, of which (x) 3,000,000 shares have been designated as Serial Preferred Stock, Class A, without par value, of which 172,500 shares have been designated as 2.5% Preferred Stock, Class A, without par value, and (y) 5,000,000 shares have been designated as 5% Preferred Stock, Class A, without par value, and (iii) 4,000,000 shares of Cliffs Stock ("Series A-2 Preferred Stock"), and (iv) 900,000 shares of Cliffs Stock.
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EXHIBIT B

Registration Procedures

Capitalized terms used in this Exhibit B without definition shall have the meanings ascribed to them in the Payment A

agent, unless such disclosure is made in connection with a court proceeding or

