

As filed with the Securities and Exchange Commission on

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION  
LEGAL MATTERS  
EXPERTS



**QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETINGS AND THE MERGER**

*The following questions and answers briefly address some commonly asked questions about the special meetings and the merger. They may not include all the questions that you may have.*

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treasury by Alpha or owned by Cliffs) will be en





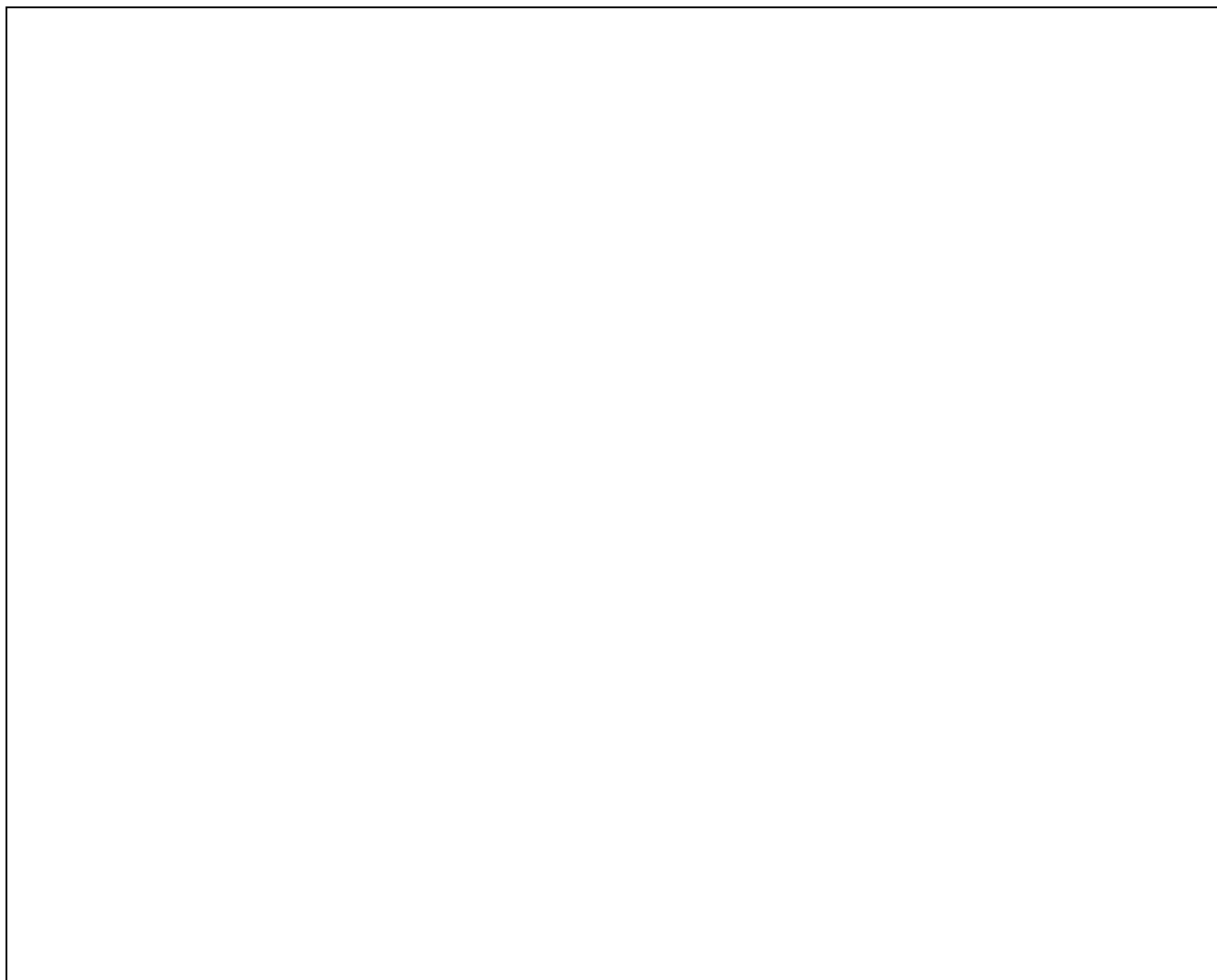












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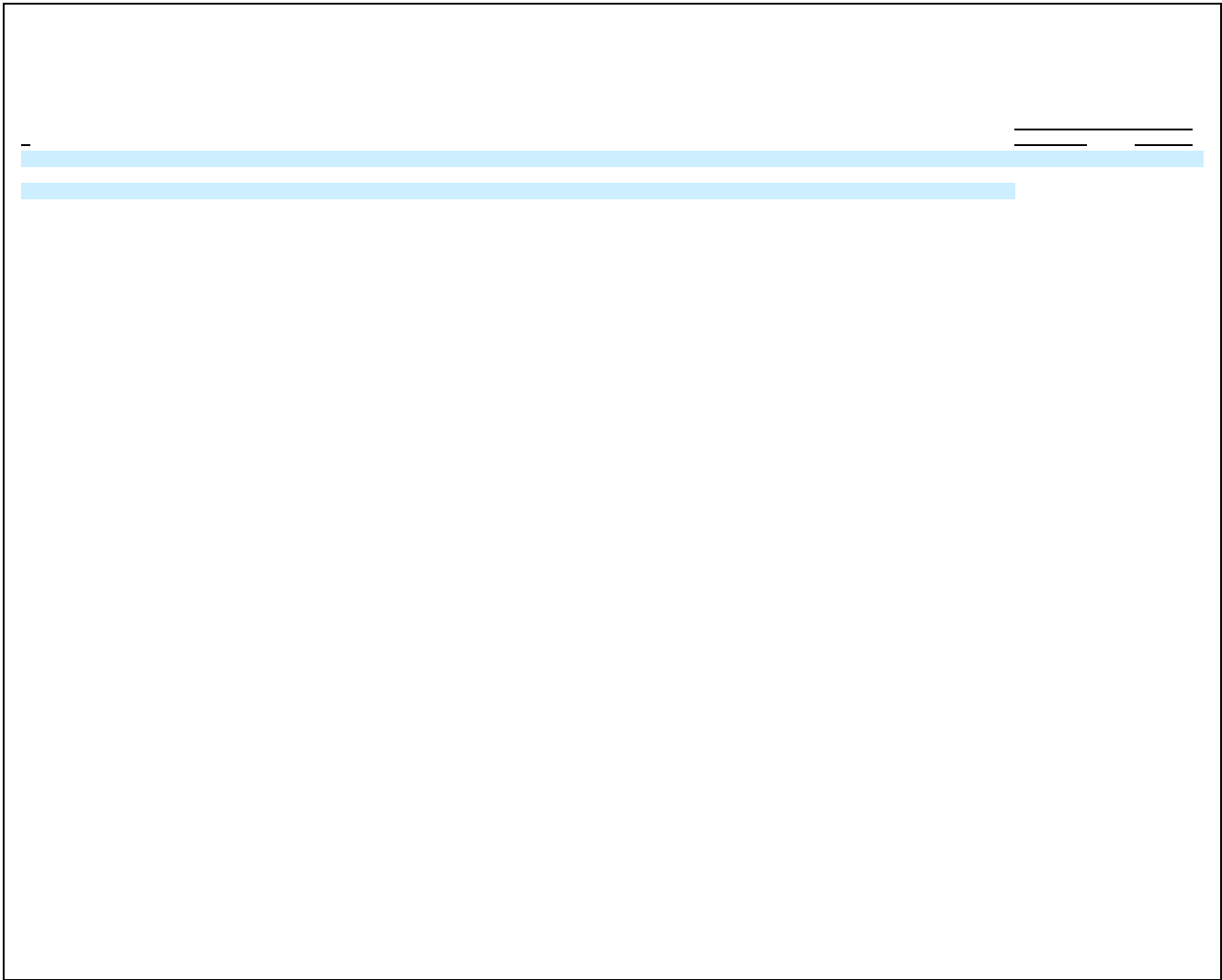


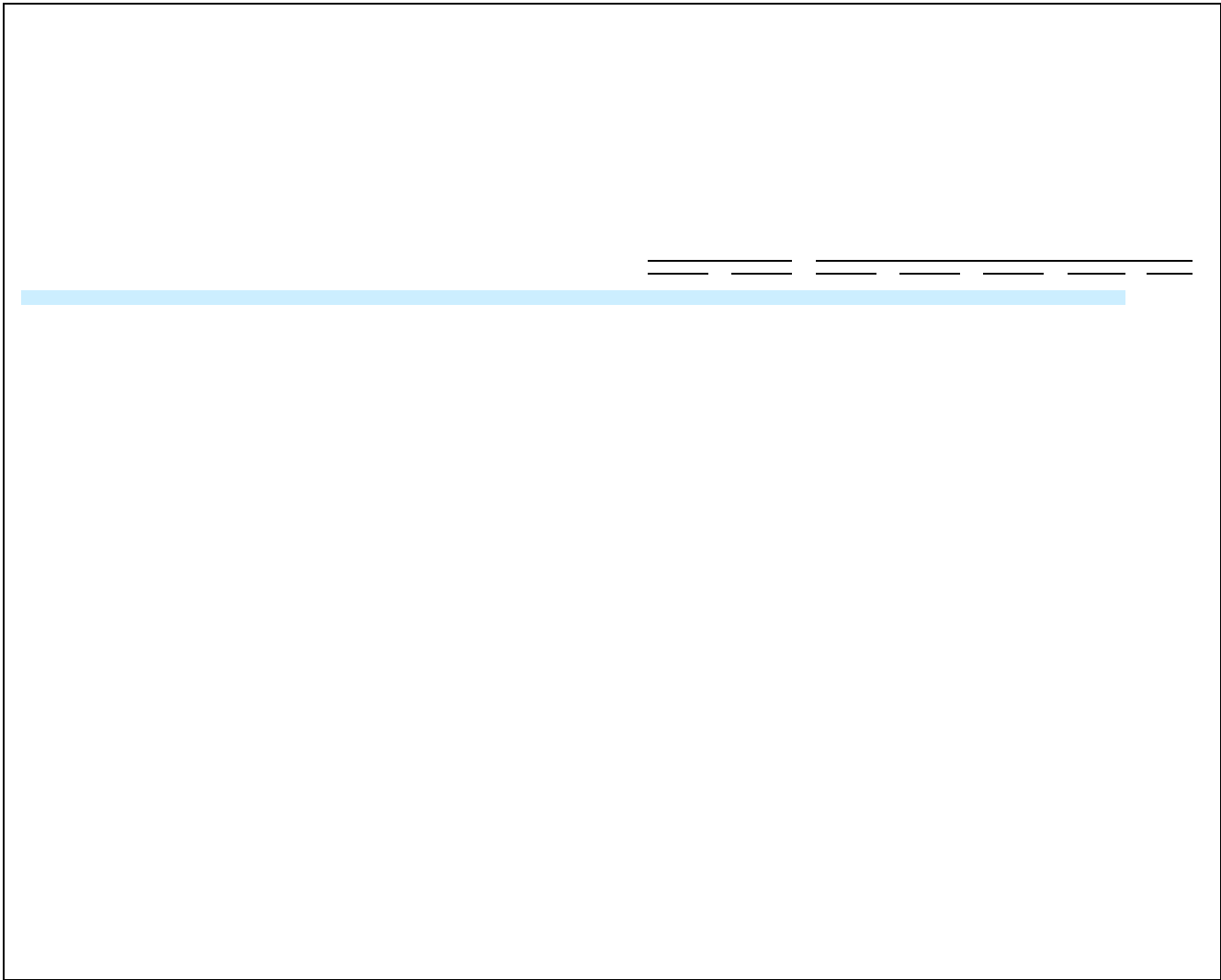












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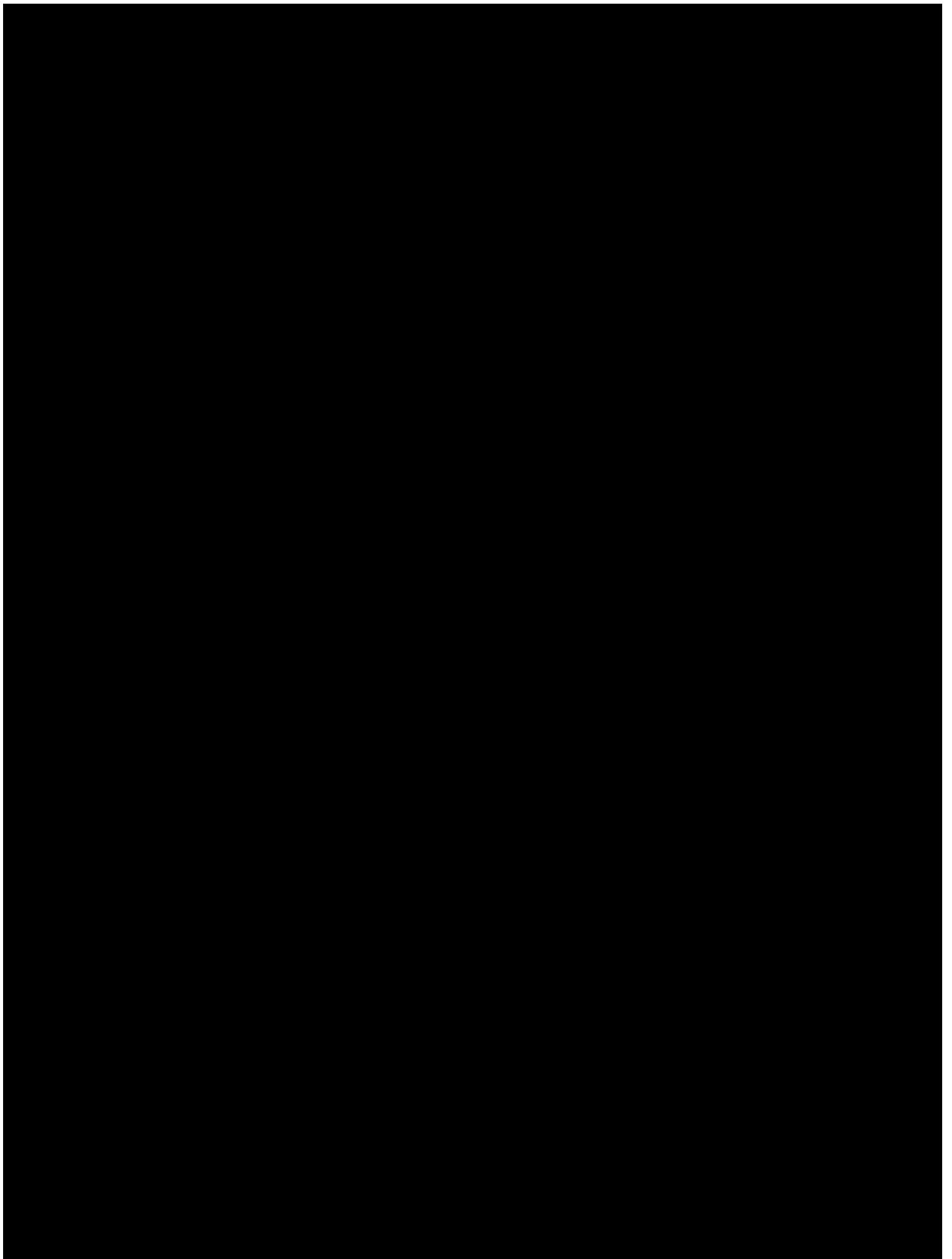


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their capacity through capital expenditures, project expansion and acquisitions to capitalize on these opportunities. An increase in Cliffs' com







Disruption of the lake freighter and rail transportation services because of weather-related problems, including ice and winter weather conditions on the Great Lakes, strikes, lock-outs or other events, could impair Cliffs' ability to supply iron ore pellets to its customers at competitive rates or in a timely manner and, thus, could adversely affect Cliffs' sales and profitability. Similarly, Cliffs' coal operations depend on international freighter and rail transportation services, as well as the availability of dock capacity, and any disruptions to such could impair Cliffs' ability to supply coal to its customers at competitive rates or in a timely manner and, thus, could adversely affect Cliffs' sales and profitability. Further, reduced levels of government funding may result in a lesser level of dredging, particularly at Great Lakes ports. Less dredging results in lower water levels, which restricts the tonnage freighters can haul over the Great Lakes, resulting in higher freight rates.

Cliffs' Ability



[Table of Contents](#)

Interruptions in production capabilities will inevitably increase Cliffs' production costs and reduce its profitability. Cliffs does not have meaningful excess capacity for current production needs, and it is not able to quickly increase production at one mine to offset an interruption in production at another mine.

A portion of Cliffs' production costs are fixed regardless of current operating level li

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the EPA, under the Clean Air Act effective October 31, 2006. The EPA's decision not to regulate emissions o 1



































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issue in the negotiations between Alpha and Company



the alternatives available to Alpha, including the possibility of a revised proposal from Company 4. Alpha's senior management then reviewed with the Alpha board the res" 1













[Table of Contents](#)

Alpha's board of directors also considered certain potentially negative factors in its deliberations concerning the merger, including the following:

- the merger agreement's non-solicitation and stockholder approval covenants, and the requirement that Alpha must pay to Cliffs a termination fee of \$350 million if the merger agreement is terminated under certain circumstances













order to understand **Ro An**






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The results of this analysis are set forth below:

	% Contribution	
	Cliffs	Alpha
<b>Wall Street Consensus Case</b>		
EBITDA		
2008E	68%	32%
2009E	59	41
2010E	55	45
Net Income		
2008E	73%	27%
2009E	62	38
2010E	56	44
<b>Company Case 1</b>		
EBITDA		
2008E	69%	31%
2009E	62	38
2010E	68	32
Net Income		
2008E	73%	27%
2009E	64	36
2010E	70	30
<b>Company Case 2</b>		
EBITDA		
2008E	69%	31%
2009E	59	41
2010E	61	39
Net Income		
2008E	73%	27%
2009E	61	39
2010E	62	38

*Pro Forma Accretion/Dilution Analysis*

Citi reviewed, for informational and illustrative purposes, potential accretion/dilution of cash flow per share (or "CFPS") and earnings per share (or "EPS") of Cliffs pro forma for the transaction under the following three alternative scenarios: (1) Wall Street Consensus Case for each of A ~~shares~~ of 1 ~~to~~ A

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*Value creation analysis*

J.P. Morgan also estim

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[Table of Contents](#)

annual cash bonuses or target individual annual cash incentive compensation; (ii) any accrued base salary and other amounts accrued and/or owing t





[Table of Contents](#)

Michael J. Quillen has served as Alpha's Chief Executive Officer and a member of the Alpha board since its formation in November 2004 and served as Alpha's President until January 2007. He was named Chairman of Alpha's board in October 2006. Mr. Quillen joined the Alpha management team as President and the sole manager of Alpha Natural Resources, LLC, Alpha's top-tier operating subsidiary, in August 2002, and has served as Chief Executive Officer of Alpha Natural Resources, LLC since January 2003. He also served as the president and a member of the board of directors of ANR Holdings, LLC, Alpha's former top-tier hprs o

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[Table of Contents](#)

market value of the shares of Alpha common stock. Moreover,













regular quarterly

























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[Table of Contents](#)

merger agreement and the transactions contemplated by the merger agreement, including









The obligation o













[Table of Contents](#)

In April 2007, Cliffs completed the acquisition of a 45 percent economic interest in Sonoma in Queensland, Australia.

In June 2007, Cliffs entered into an alliance whereby Kobe Steel, LTD., or Kobe Steel, agreed to license its patented ITmk3® iron-making technology to Cliffs. The alliance, which has a 10-year

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[Table of Contents](#)

As the North American steel industry continues to consolidate, a major focus of the consolidation is on the continued life of the integrated steel industry's raw steelmaking operations (i.e., blast furnaces and basic oxygen furnaces that produce raw steel). In addition, x

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[Table of Contents](#)

*Oak Grove mine*

The Oak Grove mine is p











[Table of Contents](#)

An exploration program providing geologic definition of the hematite mineralization at Amapá is ongoing.

Mineralized material at the Amapá mine is predominantly hematite occurring in weathered and leached greenstone-hosted banded iron-formation of the Archean Vila Nova Group. Variable degrees of leaching generate friable hematite #definitio

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[Table of Contents](#)

interests in Wabush with equitable compensation in the amount of C\$427 million or, in the alternative, general damages in the amount of C\$1.8 billion. Cliffs strongly disagrees with Dofasco's allegations and intends to dele

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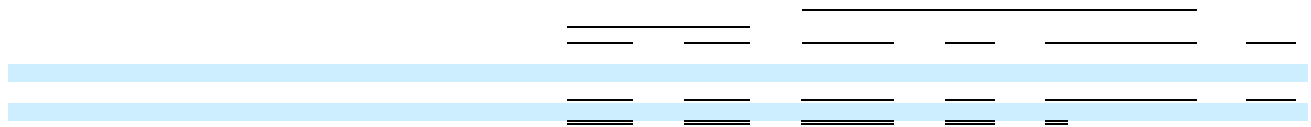






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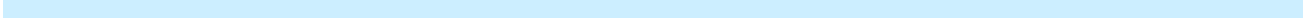
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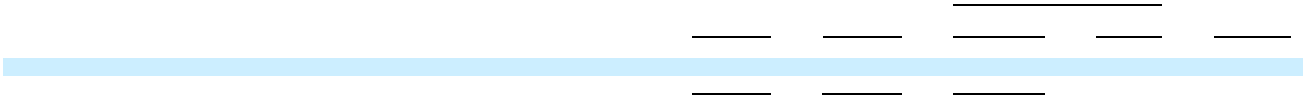


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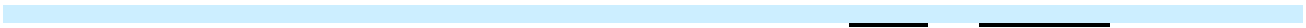
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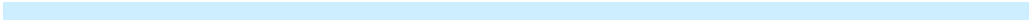






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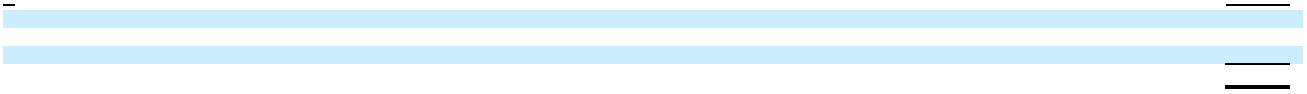


[Table of Contents](#)

talent. During 2008, the Compensation Committee approved targeting total compensation at the 62.5th percentile. Cliffs believes that a 62.5th percentile pay positioning will allow it to remain competitive in attracting, retaining and motivating the needed level of talent for the organization while managing costs to anlg

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[Table of Contents](#)

calculation is instead based on cumulative total shareholder return between the start and the end of the performance period. The Compensation Committee also gave participants in the prior plan the option of having the old or new methodology apply to their outstanding performance shares for the 2005-2007 and 2006-2008 performance periods. Ms. Brlas and Messrs. Carrabba and Gunning ele

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Deferred Compensation Plan: Under the Voluntary Non-Qualified Deferred Compens

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- Full tax gross-up payments on any excise taxes imposed upon any change in control payments; and
- Non-compete, confidentiality and non-solicitation provisions for executives who receive severance payments following a change in control.

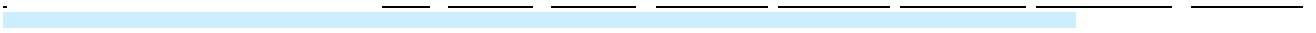
*Separation Agreement:* Effective October 3, 2008, Cliffs and Mr. Kummer terminated their employment relationship. In connection with this termination of the employment relationship, Cliffs and Mr. Kummer entered into a Separation Agreement and Release of Claims, or separation agreement. Under the separation agreement, Mr. Kummer will receive the following severance benefits:

- a lump sum payment of \$548,000, which is equal to two times Mr. Kummer's base pay;
- a lump sum payment of \$160,000, which approximates Mr. Kummer's expected payout under the Executive Management Performance Incentive Plan, pro-rated for service during 2008;
- payouts for performance shares, retention unit and restricted share unit grants receive ~~the~~ e




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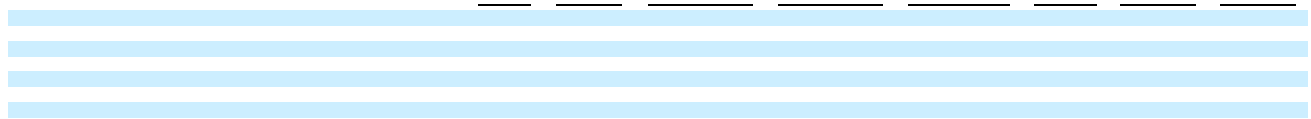


[Table of Contents](#)

amounts shown last year were the value of such awards on the dates granted in 2006 rather than the amounts recognized for financial statement reporting purposes.

(3) The amounts in column (f) reflect the sum of (i) incentive bonus awards that were earned in

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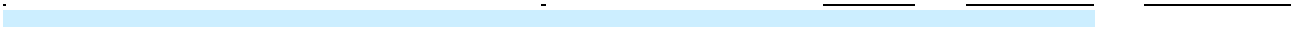












































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[Table of Contents](#)

the DGCL (which deals generally with unlawful payments of dividends, stock repurchases and redemptions), and (4) for any transaction from which the director derived an improper personal benefit.

The DGCL permits a Delaware corporation to indemnify directors, officers, employees and agents (

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Certain Similarities in Shareholder Rights

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[Table of Contents](#)

pursuant to the Ohio General Corporation Law, to be approved by the holders of the r













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[Table of Contents](#)

Alpha SEC Filings

Commission File No. 1-32423

Current Report

Period















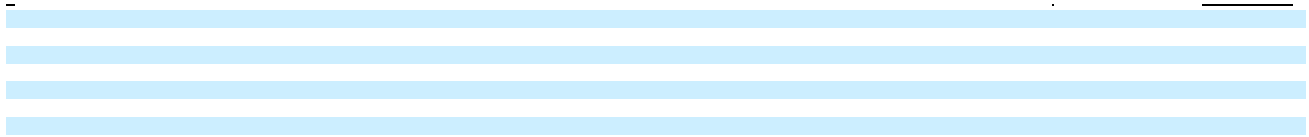
Cleveland-Cliffs Inc and Consolidated Subsidiaries

Notes to Consolidated Financial Statements

NOTE 1 — BUSINESS SUMMARY AND SIGNIFICANT ACCOUNTING POLICIES

*Business Summary*

We are an international mining company, the largest producer of iron ore in North America.







[Redacted text block]









Cleveland-Cliffs Inc and Consolidated Subsidiaries  
Notes to Consolidated Financial Statements — (Continued)

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Cleveland-Cliffs Inc and Consolidated Subsidiaries

Notes







Cleveland-Cliffs Inc and Consolidated Subsidiaries  
Notes to Consolidated Financial Statements









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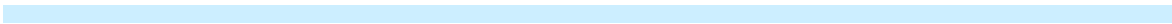




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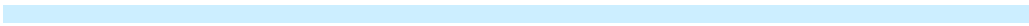




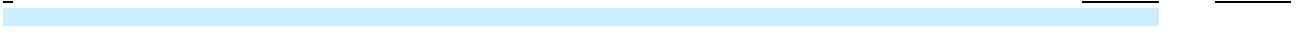




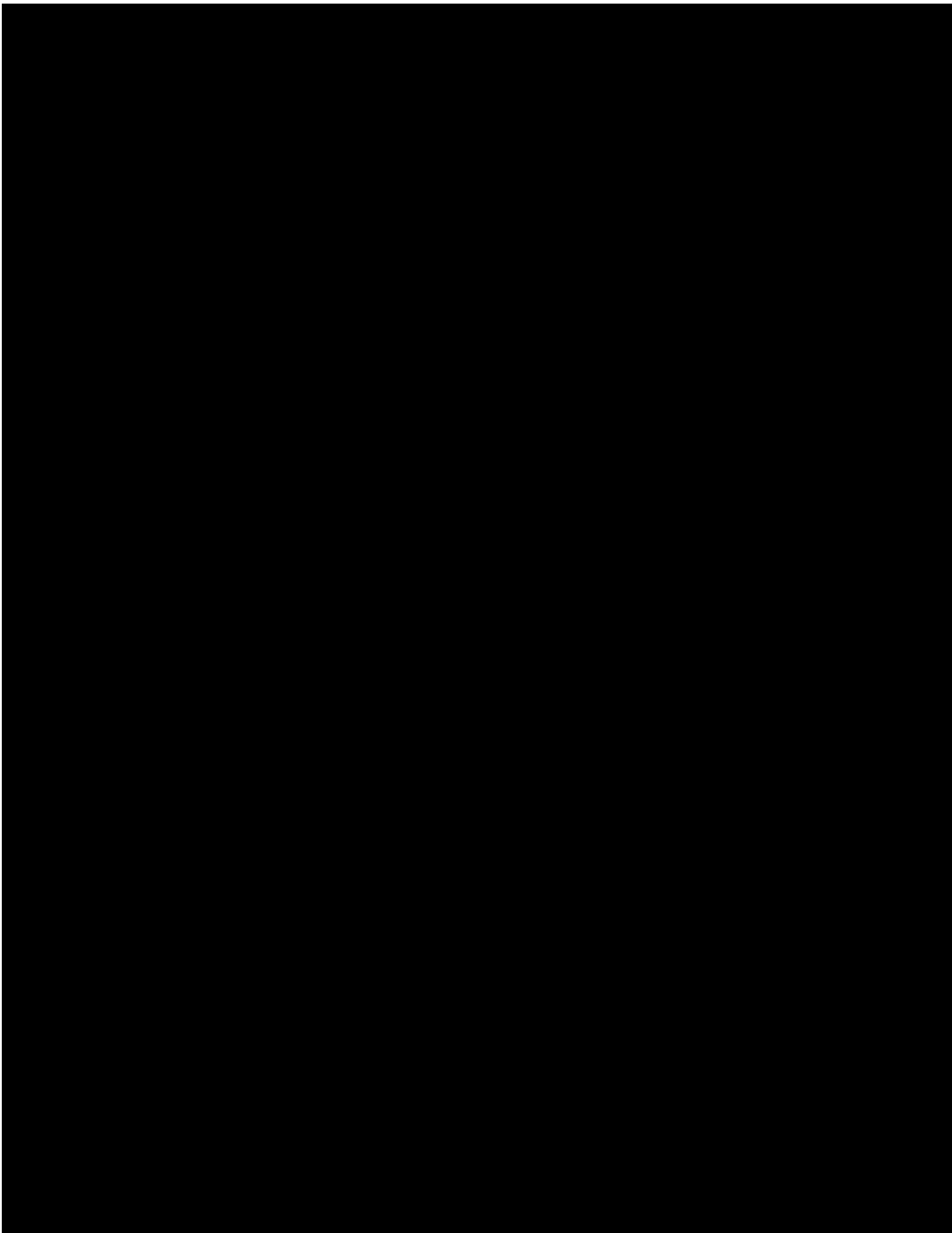


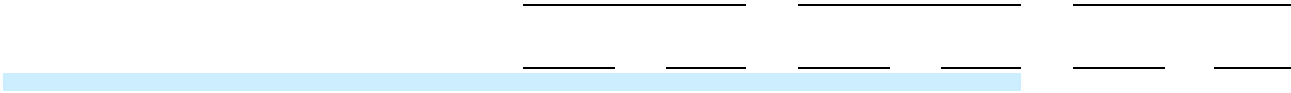


















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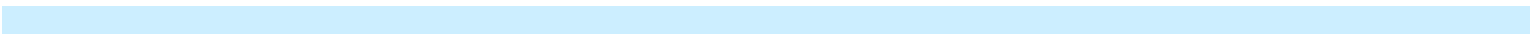
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CLEVELAND-CLIFFS INC AND CONSOLIDATED SUBSIDIARIES  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

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The merger agreement

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Term  
*Dissent*

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(ii) The financial statements of ~~comp~~

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or result in a material adverse



have caused or























agreements of th









[Table of Contents](#)

to the business or operations of the Company or its Subsidiaries, provided, that the Company and Parent shall

























party to such reorganization within the meaning of Section 368(b) of the Code. In rendering such opinion, counsel for the Company may request information

















IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

CLEVELAND-CLIFFS INC

By: /lystseph \_\_\_\_\_

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The Board of Directors  
Cleveland-Cliffs Inc  
1100 Superior Avenue  
Cleveland, Ohio 44114

July 15, 2008

Members of the Board of A11

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[Table of Contents](#)

thereof furnished to us. We have also assumed that the representations and warranties made by the Company and the Merger Partner in the Agreement and the related agreements are and will be true and correct in all respects material to our analysis. We are not legal, regulatory or tax experts and have relied on the assessments made by advisors to the Company.

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PART II  
INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 20. *Indemnification of Directors and Officers.*  
*Cliffs.* Cliffs will indemnify, to the f

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[Table of Contents](#)

- under Section 174 of the DGCL (unlawful dividends); or
  - for t
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[Table of Contents](#)

(2) The registrant undertakes that every prospectus: (i) that is filed pursuant to paragraph (1) immediately preceding, or (ii) that purports to meet the requirements of Section 10(a)(3) of the Act and is used in f kws

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At a meeting of the Directors of Cleveland-Cliffs Inc held on September 9, 2008, the following resolution was adopted by the Directors pursuant to section 1701.70(B)(6) of the Ohio Revised Code:

RESOLVED: That pursuant to Sections 1701.70(B)(6) of the Ohio Revised Code, the Directors hereby adopt an amendment to Article FIRST of the Amended Articles of Incorporation to change the name of the Corporation to be Cliffs Natural Resources Inc., effective as of October 15, 2008.





October 14, 2008

Cleveland-Cliffs Inc  
1100 Superior Avenue  
Cleveland, Ohio 44114-2544

Ladies and Gentlemen:

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July

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and (ii) the M



**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Alpha Natural Resources, Inc.:

Wen Stesck

CONSENT OF J.P. MORGAN

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**JONES DAY**

NORTH POINT • 901 LAKESIDE AVENUE • CLEVELAND, OHIO 44114-1190

TELEPHONE: (216) 586-3939 • FACSIMILE: (216) 579-0212

Direct Number: (216) 586-7302  
jpdougherty@jonesday.com

October 14, 2008

VIA EDGAR CORRESPONDENCE  
AND FACSIMILE

Mail Stop 7010  
Division of Corporation Fina

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update, clarify and render more complete the information contained in the joint proxy statement/prospectus included as part of the Form S-4.

Below are responses to each of the comments set forth in the Comment Letter





