

March 25, 1994.

ELECTION OF DIRECTORS

(PROPOSAL NO. 1)

It is intended that proxies received will be vgd Re

American Iron Ore Association and the American Mining Congress.
STEPHEN B. ORESMANxt

determining the actual level and components of compensation, the Committee reviews survey information, Company and individual performance, recommendations of the Chief Executive Officer, and the ~~m~~ation

1991 Year ending December 31

Cliffs' Common

S&P 500

S&P Steel
Group

S&P Misc.
Metals Group

<S>

<C>

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1986
1987
1988
1989
1990
1991
1992
1993

\$ 29.53
46.24
100.00
110.33
105.98
165.72
168.96
198.30

\$ 81.56
85.76
100.00
131.68
127.59
166.49
179.18
197.23

\$ 51.31
81.93
100.00
96.73
81.39
100.00
130.82
172.16

\$ 43.14
75.87
100.00
115.10
109.35
123.38
132.38
147.47

Percentage Increase 1986-1993

572%

142%

236%

242%

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termination of such individuals' employment with the Company under certain circumstances. The Agreements are intended to ensure continuity and stability of executive management of the Company. The Agreements provide that, in the event of

