

M. THOMAS MOORE, 61, Chairman and Chie, *

recommends to the Board of Directors the firm of independent public accountants
to examine the Company

Stock reported in this column at the same rate as dividends on the Company's other Common Shares.

(3) Amounts indicated for I

The Company strives to maintain salary range midpoints at the 50th percentile of industry survey data. Actual salaries reflect responsibility.

objectives.

Company's Common Shares was 119 percent which exceeded the three comparative indices as shown on the accompanying graph. For the year 1995, the total return to the investor was

The Company has agreements ("Agreements") dated February 1, 1992 with M. Thomas Moore, Aermaà aad Aee" ee(uwa b"(e", ooha ba braao, ee(uwa.

prior to a Vesting Event.

A proposal will be presented at the Meeting to rat

contrary instructions are ga'I

(n) "Deferred Fee Account": The account maintained on the books of the
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follows:

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(i) Each individual who is first elected or appointed to the Board as a Director after June 306

(b) Voluntary Shares. Prior to the commencement of any calendar quarter, a Director may elect by the filing of a Participation Agreement to have u

credited at the Declared Rate as of each Accounting Date based on the average daily balance of the Director's Deferred Fee Account since the immediately preceding Accounting Date, but after the Deferred Fee Account has been adjusted for any contributions or distributions to be credited or deducted for such period. Interest for the period prior to the first Accounting Date a

If a Director elects payment in a single distribution in cash, the amount of the payout shall be equal to the Fair Market Value of the Deferred Shares in the Director's Deferred Share Account on the Settlement Date. If such Director elects payout in installments in cash, an amount equal to the Fair Market Value of the Deferred Shares in the Director's Deferred Share Account on the Settlement Date shall be transferred to the Director's Deferred Fee Account pending distribution.

If a Director fails to make an election in a timely manner as provided in this Section 7.5, distribution of the Director's Deferred Share Account shall be made in Shares in a single distribution.

7.6 Special Distributions. Notwithstanding any other provision of this Article VII, a Director may elect to receive a distribution of part or all of his or her Deferred Fee Account and/or Deferred Share Account in one or more distributions if (and only if) the amount in the Director's Deferred Fee Account and/or the number of the Shares in the Director's Deferred Share Account subject to such distribution is reduced by 10 percent. Any distribution made pursuant to such an election shall be made within sixty days of the date such election is submitted to the Administrator. The remaining 10 percent of the portion of the electing Director's Deferred Fee Account and/or Deferred Share Account subject to such distribution shall be forfeited.

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a 7.7 Beneficiary Designation. As used in the Plan the term "Beneficiary" means:

(a) The person last designated as Beneficiary by the Director in writing on a form preg p

n a form.

Account; and further provided, that, without further approval by the
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withhold Federal, state or local taxes in connection with any component of a Director's compensation in cash or Shares, and the amounts available to the Company for such withholding are insufficient, it shall be a condition to the receipt of any Shares that the Director make arrangements satisfactory to the Company for the payment of the balance of such taxes required to be withheld, which arrangement may include relinquishment of the Shares. The Company and a Director may also make similar arrangements with respect to payment of any e

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EXAMPLE.

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DIRECTORS) fFOR WITHHELD CLEVcLAND-CLIFFS INC APPOINTMENT OF