
[Top of the Form](#)

Item 1.01 Entry into a Material Definitive Agreement.

On July 2, 2010, Cliffs Natural Resources Inc. (the "Company") entered into a fd H

The North American business unit is comprised of six iron ore mines owned or managed in Michi

**MEMBERSHIP INTEREST PURCHASE AGREEMENT
AMONG
INR ENERGY, LLC**

“Law” or “Law

“Updated Seller Disclosure Schedules” has the meaning set forth in Section 6.6 below.

“WARN A”

(vi) A written certification (“FIRPTA Certificate”) in the form attached hereto as Exhibit E, and in compliance with the

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repayment of Indebtedness at the Closing); and (ii) a statement (the “

providing reasonab

first refusal exist with respect to the Units, and no such rights arise by virtue of or in connection with the transactions contemplated hereby. There are no outstanding or authorized rights, options, warrants, convertible securities, subscription rights, conversion rights, exchange rights or other agreements or commitments of any kind that could require or result in the exercise of such rights. There are no

(b) Pending Permits. Schedule 3.10(b) hereto sets forth a list of all permit applications by any A

(d) To the Knowledge of Seller, in submitting any application for a permit or for a renewal thereof, no Acquired Company nor any employee or agent acting on its behalf has submitted information in those applications which is in inaccurate, incomplete or untruthful, or has submitted information that is misleading, and which if known or revealed to the responsible agency will cause the denial of the permit being sought.

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