



Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The amount represents an exchange of all or a portion of the Reporting Person's cash bonus for 3,397 shares of Cliffs Natural Resources Inc. (Company) Common Shares on a deferred (1) basis (Exchange Shares) under the Company's 2005 Voluntary Nonqualified Deferred Compensation Plan (VNQDC). An additional 849 deferred shares (Match Shares) were credited to the account of the Reporting Person in the VNQDC equal to 25 percent of the market value of the Exchanged Shares on the deferral date of the bonus payment.

(2) Held for the benefit of the Reporting Person by the VNQDC.

(3) Reflects a payout in Common Stock of Performance Shares earned under the 2007 Cleveland-Cliffs Inc. Incentive Equity Plan (as Amended December 31, 2008) (Equity Plan) for the 2007-2009 Performance Period.

(4) Reflects the amount of Performance Shares represented in payment of the related tax liability incurred by the reporting person.

(5) Convertible into Common Shares on a 1-for-1 basis.