



DIVISION OF
CORPORATION FINANCE
Mail Stop 7010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

September 5, 2008

George W. Hawk, Esq.
General Counsel and Secretary
Cleveland-Cliffs Inc
1100 Superior Avenue
Cleveland, Ohio 44114-2544

**Re: Cleveland-Cliffs Inc
Registration Statement on Form S-4
Filed August 12, 2008
File No. 333-152974**

Dear Mr. Hawk:

We have limited our review of your filing to those issues we have addressed in our comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

General

1. Please note that you will need to clear staff comments on the proxy statement related to the Harbinger Capital Partners matter before effectiveness of your registration statement on Form S-4.

Notices to Shareholders

2. We note your disclosure at page 28 that the fairness opinions obtained by Cleveland-Cliffs and Alpha from their respective financial advisors will not reflect changes in circumstances between signing the merger agreement and the

George W. Hawk, Esq.
Cleveland-Cliffs Inc
September 5, 2008
Page 2

completion of the merger, including any change in the price of Cleveland-Cliffs common shares. Please clarify in each notice to shareholders the respective dates of each fairness opinion, and provide reference to such risk factor disclosure.

- to account for “the fair value of Alpha stock options exchanged for Cleveland-Cliffs stock options”. However, we note on page 84, that the terms of Alpha’s equity compensation plans provide for immediate vesting in full upon a change of control of Alpha. In addition, please expand your disclosures to discuss how and where you have accounted for the conversion of Alpha’s outstanding performance shares.
12. We note the table in subnote (c), listing the cash payments to be paid in connection with the merger. It appears certain of these amounts may be non-recurring payments directly related to the merger. If applicable, please clearly identify the amounts that are considered non-recurring and state that such amounts were not considered in the pro forma condensed consolidated income statements.
 13. The \$7.5 million adjustment to deferred revenue in subnote (d) appears to eliminate the deferred revenue balance of Alpha as of June 30, 2008. Please tell us the nature of the deferred revenue balance as of June 30, 2008 and why you believe it has a \$0 fair value. In this respect, clarify how you evaluated EITF 01-3 when concluding that you do not have a legal performance obligation.
 14. We note the pro forma adjustments totaling approximately \$1.4 billion to recognize a liability for below market sales contracts as of June 30, 2008. Please provide us with further detail as to the nature of these contracts and their terms to assist us in understanding why such adjustments to reflect them as unfavorable have been recorded. Your response should address and identify events and changes in circumstances occurring between the inception of the sales contracts and June 30, 2008. In addition, please tell us the method used to calculate the \$1.4 billion liability.
 15. In subnote (d), you have recorded an adjustment to increase Alpha’s inventories as of June 30, 2008 by \$37.1 million to reflect its fair value. In subnote (f), you have recorded an expense of the same amount to the pro forma income statement for the year ended December 31, 2007 because the inventory was estimated to be sold in 2007. The basis for the expense to the 2007 income statement is unclear. Please explain to us in further detail why this adjustment is appropriate and what it represents and consider including similar clarification in your disclosures.

Exhibits

16. We note that you intend to file by amendment the opinion regarding the validity of the Cleveland-Cliffs common shares being registered and the tax opinions. Please ensure to allow adequate time for our review of such opinions.

Closing Comments

As appropriate, please amend your registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Act of 1933 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event the company requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, acknowledging that:

- ™ should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- ™ the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- ™ the company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to our comments on your filing.

We will consider a written request for acceleration of the effective date of the registration statement as confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

George W. Hawk, Esq.
Cleveland-Cliffs Inc
September 5, 2008
Page 6

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

You may contact Shannon Buskirk at (202) 551-3717 or Chris White, Accounting Branch Chief, at (202) 551-3461 if you have questions regarding comments on the financial statements and related matters. Please contact Laura Nicholson at (202) 551-3584 or me at (202) 551-3611 with any other questions.

Sincerely,

Anne Nguyen Parker
Branch Chief

cc: S. Buskirk
C. White
L. Nicholson

via facsimile

James P. Dougherty, Esq.
(216) 579-0212