

As filed with the Securities and Exchange Commission on July 2

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	Third Amended Articles of Incorporation of Cliffs (as filed with the Secretary of State of the State of Ohio on May 13, 2013 (filed as Exhibit 3.1 to Cliffs' Form 8-K on May 13, 2013 and incorporated herein by reference)
4.2	Regulations of Cleveland-Cliffs Inc. (filed as Exhibit 3.2 to Cliffs' Form 10-K for the period ended December 31, 2011 and incorporated herein by reference)
4.3	Cliffs Natural Resources Inc. Amended and Restated 2012 Incentive Equity Plan (filed as Annex B to Cliffs' Definitive Proxy Statement on Schedule 14A, filed June 10, 2014 and incorporated herein by reference)
5.1	Opinion of Counsel
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
23.2	Consent of Counsel (included in Exhibit 5.1)
24.1	Power of Attorney

EXHIBIT INDEX

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July 29, 2014

Cliffs Natural Resources Inc.
200 Public Square, Suite 3300
Cleveland, Ohio 44114-2315

Re: Registration Statement on Form S-8 Filed by Cliffs Natural Resources Inc.

Ladies and Gentlemen:

We have acted as counsel for Cliffs Natural Resources Inc., an Ohio corporation (the "**Company**"), in connection with the Cliffs Natural Resources Inc. Amended and Restated 2012 Incentive Equity Plan (the "**Plan**"). In the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the 5,000,000 common shares (the "**Shares**"), par value \$0.125 per share, of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of stock option, restricted stock or other applicable award agreements thereunder (the "**Award Agreements**") will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, and the consideration for the Shares is at least equal to the stated par value thereof.

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