 6	CITIZENSHIP OR PLACE O	F ORGA	ANIZATION		
	Cayman Islands				
		7	SOLE VOTING POWER		
	NUMBER OF		-0-		
	SHARES	8	SHARED VOTING POWER		
	BENEFICIALLY OWNED		9,000,000		
	BY EACH REPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON		-0-		
	WITH	10	SHARED DISPOSITIVE POWER		
			9,000,000		
 11	AGGREGATE AMOUNT BENEF	ICIALI	LY OWNED BY EACH REPORTING		
	9,000,000				
 12			AMOUNT IN ROW (11) EXCLUDE		
					[_]
 13			D BY AMOUNT IN ROW (11)		
	8.43%				
 14					
	CO				
 CUS	 IP NO. 185896107			 Paqe	 3 of 17
		SCHI	EDULE 13D		
1	NAME OF REPORTING PERS	ONS			
	Harbinger Capital Part	ners (Offshore Manager, L.L.C.		
2	CHECK THE APPROPRIATE	BOX II	F A MEMBER OF A GROUP	(a) (b)	[_] [X]
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	AF				
5		E OF 1	LEGAL PROCEEDINGS IS REQUI	RED PURS	UANT TO
	ITEMS 2(d) or 2(e)				r 1
 6					[_]
6	CITIZENSHIP OR PLACE O	F ORG	ANIZATION		
	Delaware				
		./	SOLE VOTING POWER		
	NUMBER OF		-0-		
	SHARES	8	SHARED VOTING POWER		
	BENEFICIALLY OWNED		9,000,000		
	BY EACH REPORTING	9	SOLE DISPOSITIVE POWER		
	PERSON		-0-		
	WITH	10	SHARED DISPOSITIVE POWER		
			9,000,000		

[_]

 11	AGGREGATE AMOUNT BE		LY OWNED BY EACH PE			
		MEFICIAL	DI OWNED DI EACH RI	ii olei ille	TERBON	
	9,000,000					
12	CHECK BOX IF THE AG	GREGATE	AMOUNT IN ROW (11)	EXCLUDES	CERTAIN	SHARES
						[_]
13	PERCENT OF CLASS RE					
	8.43%					
 14	TYPE OF REPORTING P					
	00					
		-				
CUSII	? NO. 185896107	_			Page 4	of 17
		SCH	EDULE 13D			
	NAME OF REPORTING P	ERSONS				
-						
	HMC Investors, L.L.					
2	CHECK THE APPROPRIA	TE BOX I	F A MEMBER OF A GRO	DUP	(a) (b)	[_] [X]
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
	AF					
 5	CHECK BOX IF DISCLO	SURE OF	LEGAL PROCEEDINGS 1	IS REQUIR	ED PURSUA	 ANT TO
	ITEMS 2(d) or 2(e)					
						[_]
6	CITIZENSHIP OR PLAC					
	Delaware					
		7	SOLE VOTING POWER	 {		
	NUMBER OF		-0-			
	SHARES		SHARED VOTING POW			
	BENEFICIALLY OWNED	-	9,000,000			
	BY EACH REPORTING	9	SOLE DISPOSITIVE	POWER		
	PERSON		-0-			
	WITH	10	SHARED DISPOSITIN	7E POWER		
			9,000,000			
11	AGGREGATE AMOUNT BE	NEFICIAL	LY OWNED BY EACH RE	EPORTING	PERSON	
	9,000,000					
 12	CHECK BOX IF THE AG	GREGATE	AMOUNT IN ROW (11)	EXCLUDES	CERTAIN	SHARES
						[_]
				(11)		
13	PERCENT OF CLASS RE	PRESENTE	D BY AMOUNT IN ROW	(11)		
	8.43%					
14	TYPE OF REPORTING P	ERSON				
_	00					
CUSI	PNO. 185896107	-			Page 5	of 17
		_				

		SCH	EDULE 13D		
1	NAME OF REPORTING	PERSONS			
	Harbinger Capital 1	Partners	Special Situations Fund,	L.P.	
2	CHECK THE APPROPRIA	ATE BOX I	F A MEMBER OF A GROUP	(a) (b)	[_] [X]
3	SEC USE ONLY				
	SOURCE OF FUNDS				
4	WC				
5		OSURE OF	LEGAL PROCEEDINGS IS REQU	IRED PURS	SUANT TO
					[_]
6	CITIZENSHIP OR PLAC	CE OF ORG	ANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
	NUMBER OF		-0-		
	SHARES	8	SHARED VOTING POWER		
E	BENEFICIALLY OWNED		7,616,472		
I	BY EACH REPORTING	 9	SOLE DISPOSITIVE POWER		
	PERSON		-0-		
	WITH	 10	SHARED DISPOSITIVE POWE	 R	
			7,616,472		
 12	7,616,472 CHECK BOX IF THE AG	 GGREGATE	AMOUNT IN ROW (11) EXCLUD	ES CERTAI	IN SHARES
 13	PERCENT OF CLASS R	 EPRESENTE	D BY AMOUNT IN ROW (11)		
	7.14%		(,		
 14					
	PN				
	NO. 185896107			 Раде	6 of 17
			EDULE 13D		
1	NAME OF REPORTING				
	Harbinger Capital	Partners	Special Situations GP, L.		
2	CHECK THE APPROPRIS	ATE BOX I	F A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	AF				
5			LEGAL PROCEEDINGS IS REQU		

				[_]
6	CITIZENSHIP OR PLACE (
	Delaware			
		7	SOLE VOTING POWER	
	NUMBER OF		-0-	
	SHARES	8	SHARED VOTING POWER	
	BENEFICIALLY OWNED		7,616,472	
	BY EACH REPO°CÍ	LLY OW	NED °	

7,616,472

			LY OWNED BY EACH REPORTING	9 PERSON	
12	7,616,472				
	CHECK BOX IF THE AG	GREGATE	AMOUNT IN ROW (11) EXCLUDE	ES CERTAIN	SHARES
					[_]
13			D BY AMOUNT IN ROW (11)		
	7.14%				
14	TYPE OF REPORTING P				
	CO				
	185896107	_		Page 8	of 17
		SCH	EDULE 13D		
 1	NAME OF REPORTING P	ERSONS			
	Harbert Management	Corporat	ion		
			F A MEMBER OF A GROUP	(a)	[_]
				(b)	
 3	SEC USE ONLY				
 4	SOURCE OF FUNDS				
	AF				
 5	CHECK BOX IF DISCLO	SURF OF	LEGAL PROCEEDINGS IS REQU		 ∆NT TO
 6	CITIZENSHIP OR PLAC		ANIZATION		[_]
	Alabama				
		7	SOLE VOTING POWER		
	NUMBER OF		-0-		
	NUMBER OF SHARES	8			
BENE		8	SHARED VOTING POWER		
	SHARES		SHARED VOTING POWER		
	SHARES		SHARED VOTING POWER 7,616,472 SOLE DISPOSITIVE POWER -0-		
	SHARES FICIALLY OWNED CACH REPORTING	9	SHARED VOTING POWER 7,616,472 SOLE DISPOSITIVE POWER -0-		
	SHARES SFICIALLY OWNED CACH REPORTING PERSON	9	SHARED VOTING POWER 7,616,472 SOLE DISPOSITIVE POWER -0-		
BY E	SHARES EFICIALLY OWNED CACH REPORTING PERSON WITH	9 10	SHARED VOTING POWER 7,616,472 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER	۰۰۰۰۰	
BY E 11	SHARES EFICIALLY OWNED CACH REPORTING PERSON WITH	9 10	SHARED VOTING POWER 7,616,472 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 7,616,472	۰۰۰۰۰	
BY E 11	SHARES SFICIALLY OWNED CACH REPORTING PERSON WITH AGGREGATE AMOUNT BE 7,616,472	9 10 NEFICIAL	SHARED VOTING POWER 7,616,472 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 7,616,472	g person	
BY E 11	SHARES SFICIALLY OWNED CACH REPORTING PERSON WITH AGGREGATE AMOUNT BE 7,616,472	9 10 NEFICIAL	SHARED VOTING POWER 7,616,472 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 7,616,472 LY OWNED BY EACH REPORTING	g person	
BY E	SHARES EFICIALLY OWNED CACH REPORTING PERSON WITH AGGREGATE AMOUNT BE 7,616,472 CHECK BOX IF THE AG	9 10 NEFICIAL GREGATE	SHARED VOTING POWER 7,616,472 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 7,616,472 LY OWNED BY EACH REPORTING	g person	SHARES
BY E	SHARES EFICIALLY OWNED CACH REPORTING PERSON WITH AGGREGATE AMOUNT BE 7,616,472 CHECK BOX IF THE AG	9 10 NEFICIAL GREGATE	SHARED VOTING POWER 7,616,472 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 7,616,472 LY OWNED BY EACH REPORTING AMOUNT IN ROW (11) EXCLUDE D BY AMOUNT IN ROW (11)	g person Es certain	SHARES
BY E	SHARES FICIALLY OWNED CACH REPORTING PERSON WITH AGGREGATE AMOUNT BE 7,616,472 CHECK BOX IF THE AG PERCENT OF CLASS RE	9 10 NEFICIAL GREGATE PRESENTE	SHARED VOTING POWER 7,616,472 SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 7,616,472 LY OWNED BY EACH REPORTING AMOUNT IN ROW (11) EXCLUDE	g person Es certain	SHARES

_	 	 -	-	 -	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

		SCH	EDULE 13D		
 1	NAME OF REPORTING NAME				
_	Philip Falcone				
2		ATTE BOX T	F A MEMBER OF A GROUP	(a)	[_]
2	CHECK THE AFFROMM	ALL DOX 1	F A MEMBER OF A GROOP	(a) (b)	[X]
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	AF				
5	CHECK BOX IF DISCLO ITEMS 2(d) or 2(e)	OSURE OF	LEGAL PROCEEDINGS IS REQU	VIRED PURS	SUANT TO
					[_]
6	CITIZENSHIP OR PLAC	CE OF ORG	ANIZATION		
			SOLE VOTING POWER		
	NUMBER OF		-0-		
	SHARES		SHARED VOTING POWER		
	BENEFICIALLY OWNED	-	16,616,472		
	BY EACH REPORTING	 9	SOLE DISPOSITIVE POWER		
	PERSON	-	-0-		
	WITH	 10		 R	
			16,616,472		
 11	AGGREGATE AMOUNT B	ENEFTCTAL	LY OWNED BY EACH REPORTIN	IG PERSON	
	16,616,472	0			
 12			AMOUNT IN ROW (11) EXCLUD)ES ('ERTA'	IN SHARES
10					[_]
 13	PERCENT OF CLASS P		D BY AMOUNT IN ROW (11)		
- 3	15.57%		2 21 INIGONI IN NOW (11)		
 14					
7.4		и иосла			
	IN				
					10 of 17
	P NO. 185896107			гаде	10 of 17
		SCH	EDULE 13D		
1	NAME OF REPORTING I	PERSONS			
	Raymond J. Harbert				
2	CHECK THE APPROPRIA		F A MEMBER OF A GROUP	(a)	[_] [x]
 3	SEC USE ONLY				
 4	SOURCE OF FUNDS				

power to dispose or direct the disposition of 9,000,000 Shares.

Harbinger Manager specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

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(a, b) As of the date hereof, HMC Investors may be deemed to be the beneficial owner of 9,000,000 Shares, constituting 8.43% of the Shares outstanding of the Issuer.

HMC Investors has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 9,000,000 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 9,000,000 Shares.

HMC Investors specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, the Special Fund may be deemed to be the beneficial owner of 7,616,472 Shares, constituting 7.14% of the Shares outstanding of the Issuer.

The Special Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 7,616,472 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 7,616,472 Shares.

(a, b) As of the date hereof, HCPSS may be deemed to be the beneficial owner of 7,616,472 Shares, constituting 7.14% of the Shares outstanding of the Issuer.

HCPSS has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 7,616,472 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 7,616,472 Shares.

HCPSS specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

 $(a,\,b)$ As of the date hereof, HMCNY may be deemed to be the beneficial owner of 7,616,472 Shares, constituting 7.14% of the Shares outstanding of the Issuer.

HMCNY has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 7,616,472 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 7,616,472 Shares.

HMCNY specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, HMC may be deemed to be the beneficial owner of 7,616,472 Shares, constituting 7.14% of the Shares outstanding of the Issuer.

HMC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 7,616,472 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 7,616,472 Shares.

HMC specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

 $(a,\,b)$ As of the date hereof, Philip Falcone may be deemed to be the beneficial owner of 16,616,472 Shares, constituting 15.57% of the Shares outstanding of the Issuer.

Mr. Falcone has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 16,616,472 Shares; has sole power to dispose or direct the disposition of 0 Shares; and has shared power to dispose or direct the disposition of 16,616,472 Shares.

Mr. Falcone specifically disclaims beneficial ownership in the Shares reported herein except to the extent of his pecuniary interest therein.

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(a, b) As of t

/s/ Michael D. Luce*

Michael D. Luce

August 14, 2008

*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

AGREEMENT

The undersigned agree that this Amendment No. 1 dated August 14, 2008 relating to the Common Shares (par value 0.125 per share) of Cleveland-Cliffs Inc. shall be filed on behalf of the undersigned.

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD. By: Harbinger Capital Partners Offshore Manager, L.L.C.

- By: HMC Investors, L.L.C., Managing Member
- By: /s/ William R. Lucas, Jr. Name: William R. Lucas, Jr. Title: Executive Vice President

HARBINGER CAPITAL PARTNERS OFFSHORE MANAGER, L.L.C.*

- By: HMC Investors, L.L.C., Managing Member
- By: /s/ William R. Lucas, Jr. Name: William R. Lucas, Jr. Title: Executive Vice President

HMC INVESTORS, L.L.C.*

By: /s/ William R. Lucas, Jr. ------Name: William R. Lucas, Jr. Title: Executive Vice President

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HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

By: Has s s

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ACQUIRING PERSON STATEMENT PURSUANT TO SECTION 1701.831 OF THE OHIO REVISED CODE

DELIVERED TO

CLEVELAND-CLIFFS INC. (Name of Issuing Public Corporation)

1100 SUPERIOR AVENUE CLEVELAND, OHIO 44114-2544 (Address of Principal Executive Offices)

ITEM 1. IDENTITY OF ACQUIRING PERSON.

This Acquiring Person Statement is being delivered to Cleveland-Cliffs Inc., an Ohio corporation (the "Corporation"), at its principal executive offices, which are located at 1100 Superior Avenue, Cleveland, Ohio 44114-2544, by Harbinger Capital Partners Master Fund I, Ltd., an exempted company organized under the laws of the Cayman Islands (the "Master Fund"), and Harbinger Capital Partners Special Situations Fund, L.P., a limited partnership formed under the laws of Delaware (the "Special Fund" and, together with the Master Fund, the "Acquiring Person").

ITEM 2. DELIVERY OF ACQUIRING PERSON STATEMENT. This Acquiring Person Statement is being delivered pursuant to Section 1701.831 of the Ohio Revised Code.

ITEM 3. OWNERSHIP OF SHARES BY ACQUIRING PERSON.

As of the date hereof, the Master Fund directly and indirectly owns 9,000,000 Common Shares, par value \$0.125 per share, of the Corporation ("Shares") representing approximately 8.43% of the total issued and outstanding Shares (based upon the 106,720,100 Shares stated to be issued and outstanding as of July 28, 2008 by the Corporation in the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008). In addition, the Master Fund has entered into certain equity swap transactions with respect to the Shares. As reported in the Schedule 13D of the Acquiring Person, and the other persons reported therein, filed with Securities and Exchange Commission on July 17, 2008, the Shares owned by the Master Fund may be deemed to be indirectly beneficially owned by Harbinger Capital Partners Offshore Manager, L.L.C., the investment manager of the Master Fund, HMC Investors, L.L.C., its managing member ("HMC Investors"), Philip Falcone, a member of HMC Investors and the portfolio manager of the Master Fund, Raymond J. Harbert, a member of HMC Investors, and Michael D. Luce, a member of HMC Investors. Each such person, other than the Master Fund, disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein.

As of the date hereof, the Special Fund directly and indirectly owns 7,616,472 Shares representing approximately 7.14% of the total issued and outstanding Shares (based upon the 106,720,100 Shares stated to be issued and outstanding as of July 28, 2008 by the Corporation in the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008). In addition, the Special Fund

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has entered into certain equity swap transactions with respect to the Shares. As reported in the Schedule 13D of the Acquiring Person, and the other persons reported therein, filed with Securities and Exchange Commission on July 17, 2008, the Shares owned by the Special Fund may be deemed to be indirectly beneficially owned by Harbinger Capital Partners Special Situations GP, LLC ("HCPSS"), the general partner of the Special Situations Fund, HMC-New York, Inc. ("HMCNY"), the managing member of HCPSS, Harbert Management Corporation (OHMCPt,awobh pSndhhepftHMCNSW, PholipxtFalaonecuneosharEholder oofpHMGtand'thp portfolio manager of the Special Fund, Raymond J. Harbert and Michael D. Luce, shareholders of HMC. Each such person, other than the Special Fund, disclaims beneficiarloewnegshPheoforEhefaSh, appearsencepboltionENewnextent of his or its pecuniary interest therein.

ITEM 4. RANGE OF VOTING POWER.

CBBMAdquigENyg oBryangOwsmorgeNersBahguopaseheSSMaOdeirettaneumberose \$bandatuibat when added to the Acquiring Person's current Share ownership, would equal one-fifth or more (but less than one-third) of the Corporation's Jrr3wn shareholders authorize the proposed acquisition. The Acquiring Person proposes to acquire the Shares in one or more purchases in the open market and/or one or more block trades.

ITEM 6. REPRESENTATIONS OF LEGALITY; FINANCIAL CAPACITY.

The Acquiring Person hereby represents that the proposed control share acquisition, if consummated, will not be contrary to law. This representation is based on the facts that the Acquiring Person is delivering this Acquiring Person Statement in accordance with Section 1701.831 of the Ohio Revised Code, and the Acquiring Person intends to make the proposed acquisition only if it is duly authorized by the shareholders of the Corporation at the annual or special meeting of the Corporation's shareholders. The Acquiring Person has the financial capacity to purchase the additional Shares contemplated by this Acquiring Person to purchase the additional shared on the fact that the Acquiring Person has sufficient available cash to permit the Acquiring Person Statement.

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IN WITNESS WHEREOF, the undersigned has executed this Acquiring Person Statement as of the 14th day of August, 2008.

By:

HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

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By: HMC Investors, L.L.C., Managing Member

Harbinger Capital Partners Offshore

By: /s/ William R. Lucas, Jr.

Manager, L.L.C.

nders 6 - E

Name: William R. Lucas, Jr. Title: Executive Vice President

HARBINGER CAPITAL PARTNERS SPECIAL SITUATIONS FUND, L.P.

By: Harbinger Capital Partners Special Situations GP, LLC

By: HMC - E ; dde undersnS - E