



Ms. Laurie Brlas
Cliff Natural Resources Inc.
September 29, 2009
Page 2

price and volume impact the increase or decrease in revenue. We refer you to Regulation S-K, Item 303(a)(3)(iii).

2. Provide a discussion of your new and renegotiated long-term supply agreements and quantify the impact that these renegotiated agreements had on your North American iron ore revenue for the fiscal year ended December 31, 2008. In addition, disclose any known trends that are reasonably likely to impact your results of operations or liquidity in Fiscal Year 2009 as a result of the renegotiated agreements. Refer to Financial Reporting Codification Section 501.02 for guidance.

Liquidity, Cash Flows and Capital Resources, page 64

3. Your disclosure of operating sources and uses of cash appear to be a recitation of changes and other information available evident to readers from the financial

Ms. Laurie Brlas
Cliff Natural Resources Inc.
September 29, 2009
Page 3

Statements of Consolidated Operations, page 82

7. You have presented the line item “cost of goods sold and operating expenses”.
Tell us what operating expenses are included in this line item and how this presentation complies with Regulation S-X Rule 5-03(b)(2).

Notes to Consolidated Financial Statements

Note 1 – Business Summary and Significant Accounting Policies

Basis of Consolidation, page 86

Ms. Laurie Brlas
Cliff Natural Resources Inc.
September 29, 2009
Page 5

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.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

the company is responsible for the adequacy and accuracy of the disclosure in the filing;

staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and

the company may not assert staff comments 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 our review of your filing or in response to our comments on your filing.

You may contact Gary Newberry at (202) 551-3761 if you have questions