

SCHEDULE 13G

Amendment No. 2  
Cleveland-Cliffs Incorporated  
common stock  
Cusip # 185896107  
Filing Fee: No

Cusip # 185896107  
Item 1: Reporting Person - FMR



SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 135,400 shares or 1.12% of the common stock outstanding of Cleveland-Cliffs Incorporated ("the Company") as a result of acting as investment adviser to several investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d, FMR Corp., through its control of Fidelity, and the Funds each has sole power to dispose of the 135,400 shares owned by the Funds.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the Shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the Shares under written guidelines established by the Funds' Boards of Trustees.

Edward C. Johnson 3d owns 34.0% of the outstanding voting common stock of FMR Corp. Mr. Johnson 3d is Chairman of FMR Corp. Various Johnson family members and trusts for the benefit of Johnson family members own FMR Corp. voting common stock. These Johnson family members, through their ownership of voting common stock, form a controlling group with respect to FMR Corp.

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RULE 13d-1(e) AGREEMENT

The undersigned persons, on February 11, 1994, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the common stock of Cleveland-Cliffs Incorporated at December 31, 1993.

FMR Corp.

By /S/Arthur S. Loring  
Arthur S. Loring  
Vice President - Legal

Edward C. Johnson 3d

By /S/Arthur S. Loring  
Arthur S. Loring  
Under Power of Attorney  
dated 5/17/89  
On File with Schedule  
13G for  
Airborne Freight Corp.  
9/10/91

Fidelity Management & Research  
Company

By /S/Arthur S. Loring  
Arthur S. Loring  
Sr. V.P. and General  
Counsel