
Part II

On January 1, 2004, the Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan, as amended by the First through the Fourth Amendments, was further amended and restated. Part II of Registration Statement No. 333-64008 on Form S-8, filed by Cleveland-Cliffs Inc ("Registrant") with the Securities and Exchange Commission ("SEC") on June 28, 2001, which incorporates by reference Registration Statement No. 333-06049 on Form S-8 as filed by the Registrant on June 14, 1996, is hereby amended by adding new Exhibits 4(a), 4(c), 23 and 24. New Exhibit 4(c) replaces Exhibits 4(c) through 4(g) as filed on S-8 Registration Statement No. 333-64008.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-64008 on Form S-8 ("Post-Effective Amendment No. 1") to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on October 15, 2004.

CLEVELAND-CLIFFS INC

By: John E. Lenhard
John E. Lenhard, Vice President, Secretary
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been executed by the following persons in the capacities indicated as of October 15, 2004.

*

J. S. Brinzo
*

D. J. Gallagher

Chairman, President and Chief Executive Officer
and Director (principal executive officer)

Senior Vice President, Chief Financial Officer
and Treasurer

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- 4(a) Amended Articles of Incorporation of the Registrant, as filed with Secretary of State of the State of Ohio on January 20, 2004 (filed as Exhibit 3(a) to the Registrant's Form 10-K filed on February 13, 2004 and incorporated herein by reference, SEC File No. 1-08944)
- 4(c) Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan (As Amended and Restated as of January 1, 2004) (filed as Exhibit 10(d) to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on July 29, 2004 and incorporated herein by reference, SEC File No. 1-08944)
- 23.1 Consent of Independent Registered Public Accounting Firm
- 24 Power of Attorney

We consent to the incorporation by reference in Post-Effective Amendment No. 1 to Registration Statement No. 333-64008 on Form S-8 pertaining to the Cleveland-Cliffs Inc Nonemployee Directors' Compensation Plan (As Amended and Restated as of January 1, 2004) of our report dated January 28, 2004, with respect to the consolidated financial statements and schedule of Cleveland-Cliffs Inc included in its Annual Report (Form 10-K) for the year ended December 31, 2003, filed with the Securities and Exchange Commission.

Ernst & Young LLP

Cleveland, Ohio
October 15, 2004

