

Washington, D.C. 20549

Under the Securities Exchange Act of 1934

Secur Re

Cleveland-Cliffs Inc

(Name of Issuer)

Common Stock, \$0.25 par value

(Title of Class of Securities)

185896107      xec so  
(CUSIP Number) of 1012 Requua f A

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

Rule 13d-1(b)

D. E. Shaw & Co., L.P.  
13-3695715

0  
0



David E. Shaw

0  
0

United States

-0-

1,547,246

-0-

1,549,146

1,549,146

---



(b) Percent of class:

D. E. Shaw & Co., L.P.:	3.7%
David E. Shaw:	3.7%

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote:	
D. E. Shaw & Co., L.P.:	-0- shares
David E. Shaw:	-0- shares

(ii) Sharer Sh

---

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct. A Power of Attorney, dated October 24, 2007, granted by David E. Shaw in favor of Rochelle Elias, is attached hereto.

Dated: February 14, 2008

D. E. Shaw & Co., L.P.

By: /s/ Rochelle Elias

---

Rochelle Elias  
Chief Compliance Officer

David E. Shaw

By: /s/ Rochelle Elias

---

Rochelle Elias  
Attorney-in-Fact for David E. Shaw

---

---

POWER OF ATTORNEY  
FOR CERTAIN FILINGS  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, David E. Shaw, hereby make, constitute, and appoint each of:

Anne Dinning,

Rochelle Elias,

Julius Gaudio,

John Liftin,

Louis Salkind,

Stuart Steckler,

Maximilian Stone, and

Eric Wepsic,

acting individually, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, executing in my name and/or my capacity as President of D. E. Shaw & Co., Inc. (acting for itself or as the general partner of D. E. Shaw & Co., L. P. and general partner, managing member, or manager of other entities, any of which in turn may be acting for itself or other entities) all documents, certificates, instruments, statements, other filings, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, and 13F and Schedules 13D and 13G required to be filed with the Securities and Exchange Commission; and delivering, furnishing, or filing any such documents to or with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution, delivery, furnishing, and/or filing of the applicable document.

This power of attorney shall be valid from the date hereof and replaces the power granted on February 24, 2004, which is hereby cancelled.

IN WITNESS HEREOF, I have executed this instrument as of the date set forth below.

Date: October 24, 2007

DAVID E. SHAW, as President of  
D. E. Shaw & Co., Inc.  
/s/ David E. Shaw  
New York, New York

---