

1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).

Spears Grisanti & Brown LLC
 06 1547047

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person
 With

6. Shared Voting Power

1,174,215

7. Sole Dispositive Power

8. Shared Dispositive Power

1,174,215

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,174,215 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.37%

12. Type of Reporting Person (See Instructions)

IA

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Christopher C. Grisanti

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

None

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6. Shared Voting Power

1,174,215

7. Sole Dispositive Power

None

8. Shared Dispositive Power

1,174,215

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,174,215 Shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.37%

12. Type of Reporting Person (See Instructions)

IN

Schedule 13G
Common Stock, Par Value \$.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the benefi NN p p

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Signature:

Dated: June 21, 2005

Entities:

Spears Grisanti & Brown LLC

By: /s/ Vance C. Brown

Vance C. Brown, as
Manager for the
above listed entity

Individuals:

William G. Spears
Vance C. Brown
Christopher C. Grisanti

By: /s/ Vance C. Brown

Vance C. Brown,
Individually and as
Attorney in fact for the
above listed individuals

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EXHIBIT A

Agreement of Reporting Persons

Each of the undersigned hereby agrees that the Schedule 13G filed on the date hereof with respect to the shares of Common Stock of Cleveland Cliffs Inc. has been filed on behalf of the undersigned.

Signature:

Dated: June 21, 2005

Entities:

Spears Grisanti & Brown LLC

By: /s/ Vance C. Brown

Vance C. Brown, as
Manager for the
above listed entity

Individuals:

William G. Spears
Vance C. Brown
Christopher C. Grisanti

By: /s/ Vance C. Brown

Vance C. Brown,
Individually and as
Attorney in fact for the
above listed individuals

EXHIBIT B

Power of Attorney

The undersigned hereby make, constitute and appoint Vance C. Brown and Christopher C. Grisanti, acting jointly or individually, with full power of substitution, the true and lawful attorneys-in-fact for the undersigned, in the undersigned's name, place and stead and on the undersigned's behalf, to complete, execute and file with the United States Securities and Exchange Commission (the "Commission"), a statement on Schedule 13G with respect to the securities of **Cleveland - Cliffs Inc.**, an Ohio corporation, and any and all amendments thereto pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, and any other forms, certificates, documents or instruments (including a Joint Filing Agreement) that the attorneys-in-fact (or either of them) deem(s) necessary or appropriate in order to enable the undersigned to comply with the requirements of said Section 13(d) and said rules and regulations.

This Power of Attorney shall remain in effect for a period of two years from the date hereof or until such earlier date as a written revocation thereof is filed with the Commission.

Dated: June 21, 2005

Spears Grisanti & Brown LLC

By: /s/ Vance C. Brown

Vance C. Brown, as
Manager for the
above listed entity

/s/ William G. Spears

William G. Spears

/s/ Vance C. Brown

Vance C. Brown

/s/ Christopher C. Grisanti

Christopher C. Grisanti