UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO FORM S-8 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CLEVELAND-CLIFFS INC

(Exact Name of Registrant as Specified in Its Charter)

Ohio

(State or Other Jurisdiction of Incorporation or Organization) 34-1464672

(I.R.S. Employer Identification No.)

1100 Superior Avenue <u>Cleveland, Ohio 44114-2589</u> (Address of Principal Executive Offices) (Zip Code)

CLEVELAND-CLIFFS INC NONEMPLOYEE DIRECTORS' COMPENSATION PLAN (AS AMENDED AND RESTATED AS OF JANUARY 1, 2005)

> George W. Hawk, Jr. General Counsel and Secretary Cleveland-Cliffs Inc 1100 Superior Avenue <u>Cleveland, Ohio 44114-2589</u> (Name and Address of Agent for Service)

(216) 694-5700 (Telephone Number, Including Area Code, of Agent For Service)

This Post-Effective Amendment No. 2 is being filed to add Exhibits 4(a)(i), 4(a)(i), 4(c), 23(a), 23(b) and 24 to the Registration Statement.

This Post-Effective Amendment No. 2 to the Registration Statement shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 464 under the Securities Act of 1933.

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. 2 to Registration Statement No. 333-64008 on Form S-8 ("Post-Effective Amendment No. 2") to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on November 14, 2006.

By: /s/ GEORGE We HAWK, JR. – P	
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George W. Hawk, Jr. General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 has been executed by the following persons in the capacities indicated as of November 14, 2006. Signature Title

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* D. H. Gunning	Vice Chairman and Director
* J. D. Ireland III	Director
* F. R. McAllister	Director
* R. Phillips	Director
* R. K. Riederer	Director
* A. Schwartz	Director

* George W. Hawk, Jr., the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 2 on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to individual powers of attorney for each person being filed with the Securities and Exchange Commission as Exhibit 24 to this Post-Effective Amendment No. 2 to Registration Statement No. 333-64008.

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November 14, 2006

By: /S/ GEORGE W. HAWK, JR. George W. Hawk, Jr., Attorney-in-Fact

EXHIBIT INDEX

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to t t t

Exhibit 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Cleveland-Cliffs Inc, an Ohio corporation ("Registrant"), hereby constitutes and appoints Joseph A. Carrabba, Donald J. Gallagher and George W. Hawk, Jr., and each of them, as true and lawful attorney or attorneys-in-fact for the undersigned, with full power of substitution and revocation, for him or her and in his or her name, place and stead, to sign on his or her behalf as an officer or director of the Registration Statement or Registration Statements on Form S-8 pursuant to the Securities Act of 1933 concerning certain Common Shares of the Company to be offered in connection with the Registration Statement(s), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission or any state regulatory authority, granting unto said attorney or attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorney or attorneys-in-fact or any of them or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 14th day of November, 2006.

/S/ J. A. CARRABBA

J. A. Carrabba President, Chief Executive Officer and Director (principal executive officer)

/s/ J. S. Brinzo	
J. S. Brinzo	
Chairman and Director	
/S/ R. C. CAMBRE	
R. C. Cambre	
Director	
/s/ S. M. CUNNINGHAM	
S. M. Cunningham	
Director	
/S/ B. J. ELDRIDGE	
B. J. Eldridge	
Director	
/s/ D. H. Gunning	
D. H. Gunning	
Director	
Diretter	
/s/ J. D. Ireland III	
J. D. Ireland III	
Director	
Director	
/s/ F. R. MCALLISTER	
F. R. MCALLISTER F. R. McAllister	
Director	
Director	
/s/ R. Phillips	
R. Phillips	
Director	
Director	
/S/ R. K. RIEDERER	
R. K. Riederer	
Director	
/S/ A. SCHWARTZ	
/S/ A. SCHWARTZ A. Schwartz	