
**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
Cleveland, Ohio 44114-2589
(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
Cleveland, Ohio 44114-2589
(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)(ii), 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.

EXHIBIT INDEX

4(a)(i) Amendment to Amended Articles of Incorporation as filed with the Secretary of State of the State of Ohio on November 30,
October 30, a

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to t t t

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 Registrant a 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 Registrant's Nonemployee Directors' Compensation Plan (As Amended and Restated as of January 1, 2005), and to sign any and all amendments or post-effective amendments to such 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

/S/ J. D. IRELAND III

J. D. Ireland III
Director

/S/ F. R. MCALLISTER

F. R. McAllister
Director

/S/ R. PHILLIPS

R. Phillips
Director

/S/ R. K. RIEDERER

R. K. Riederer
Director

/S/ A. SCHWARTZ

A. Schwartz
Director