

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C.

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EX-31(a) – Section 302 Certification of Chief Executive Officer

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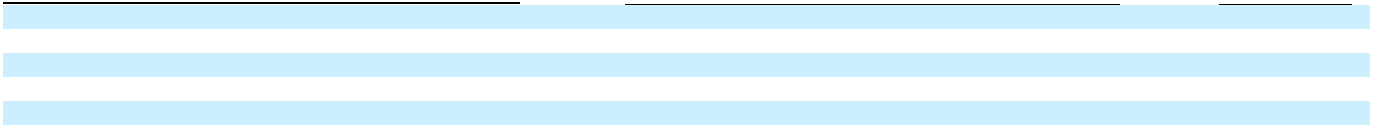
EX-32(a) – Section 906 Certification of Chief Executive Officer

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Explanatory Note

On May 25a



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Certain supply agreements with one customer provide for supplemental revenue or refunds based on the customer's average annual steel pricing at the time the product is consumed in the customer's blast furnace. The supplemental pricing is characterized as an embedded derivative instrument and is required to be accounted for separately from the base contract price. The embedded derivative instrument, which is finalized based on a future price, is marked to fair value as a revenue adjustment each reporting period until the pellets are consumed and the amounts are settled. We recognized \$9.6 million and \$16.0 million in the first quarter 2007 and 2006 respectively as revenues in the Statements of Unaudited Condensed Consolidated Operations related to changes in fair value. Derivative assets, $\text{\$}^{\text{Wn}}$ 1

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measurement attributes for similar types of assets and liabilities. The Statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted. We are evaluating the impact, if any, of the adoption of this Statement on our consolidated financial statements.

In July 2007, the FASB issued Interpretation No. 48, "Measurement of an Asset's or Liability's Fair Value," which is effective for reporting periods beginning after 12/15/07.

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The following table presents a summary of our segments for the three-month periods ended March 31, 2007 and 2006 based on the current reporting structure.

	(In Millions)	
	Three Months	
	Ended March 31	
	2007	2006
Revenues from product sales and services:		
North America	\$225.2	\$246.2
Australia	100.3	60.2
Total revenues from product sales and services	<u>\$325.5</u>	<u>\$306.4</u>
Segment operating income:		
North America	\$ 38.0	\$ 47.8
Australia	20.9	7.5
Latin America	(1.4)	(.3)
Segment operating income	57.5	55.0
Unallocated corporate expenses	(12.6)	(8.8)
Other income (expense)	5.6	3.8
Income from continuing operations before income taxes and minority interest	<u>\$ 50.5</u>	<u>\$ 50.0</u>
Depreciation, depletion and amortization:		
North America	\$ 9.6	\$ 6.4
Australia	11.1	6.9
Total depreciation, depletion and amortization	<u>\$ 20.7</u>	<u>\$ 13.3</u>
Capital additions:		
North America	\$ 29.6	\$ 20.9
Australia	1.1	14.8
Total capital additions	<u>\$ 30.7*</u>	<u>\$ 35.7*</u>

* There were \$1.9 and \$5.6 million of Australian non-cash capital additions at March 31, 2007 and 2006, respectively.

A summary of assets by segment is as follows:

	(In Millions)	
	March 31, 2007	December 31, 2006
Segment assets:		
North America	\$1,049.0	\$ 1,154.0
Australia	829.3	785.7
Latin America	133.3	
Total assets	<u>\$2,011.6</u>	<u>\$ 1,939.7</u>

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Environmental

Our mining and exploration activities are subject to various laws and regulations governing the protection of the environment. We conduct our operations so as to protect the public health and environment and believe our operations are in compliance with applicable laws and regulations in all material respects. Our environmental liabilities of \$12.5 million and \$13.0 million at March 31, 2007, and December 31, 2006, respectively, including obligations for known environmental remediation exposures at active and closed mining operations and other sites, have been recognized based on the estimated cost of investigation and remediation at each site. If the cost can only be estimated as a range of possible amounts with no specific amount being most likely, the minimum of the range is accrued in accordance with SFAS No. 5, . Future expenditures are not discounted unless the amount and timing of the cash disbursements are readily known. Potential insurance recoveries have not been reflected. Additional environmental obligations could be incurred, the extent of which cannot be assessed.

The environmental liability includes our obligations related to four sites that are independent of our iron mining operations, two former iron ore-related sites, two leased land sites where we are lessor and miscellaneous remediation obligations at our operating units. Three of these sites are Federal and State sites where we are named as a PRP: the Rio Tinto mine site in Nevada and the Kipling and Deer Lake sites in Michigan.





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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERM

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On March 5, 2007, we acquired a 30 percent interest in Amapa, a Brazilian company developing an iron ore project (Amapa Project), through the acquisition of 100 percent of the shares of Centennial Amapa. The remaining 70 percent of the Amapa Project is owned by MMX Mineracao e Metallicos S.A., which is providing corporate and institutional support, while we will supply technical support for construction and operations. The purchase price for our 30 percent interest was \$133.3 million, paid with cash on hand. Total capital expenditures are estimated to be \$357 million, of which approximately \$268 million will be funded with project debt. Capital contributions of \$89.3 million were paid by Cliffs and MMX in April 2007 to fund the project; Cliffs' 30 percent share was \$26.8 million. We may be responsible for 30 percent of additional capital contributions.

The Amapa Project consists of a significant iron ore deposit, a 192-kilometer railway connecting the mine location to an existing port facility and 71 hectares of real estate on the banks of the Amazon River, reserved for a loading terminal. The Amapa Project is currently under construction and is expected to produce 6.5 million tonnes of iron ore concentrate annually once fully operational. Iron ore concentrate is expected to be sold, pursuant to a long-term supply agreement, to an owner-operator of an iron oxide pelletizing plant in the Kingdom of Bahrain. Production is expected to begin in late 2007.

On April 18, 2007, we completed the acquisition of an effective 45 percent interest in Sonoma, a Queensland, Australia joint venture, for the development of a coal mine and washplant. As of May 3, 2007, we invested \$15.6 million toward the purchase of mining tenements and \$19.4 million toward the construction of a washplant. We will operate and own 100 percent of the washplant and 8.3 percent of the mining leases, resulting in a 45 percent economic interest in Sonoma.

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Sales revenue (excluding freight and venture partners' cost reimbursements) of \$165.9 million on 2.5 million tons in the first quarter of 2007, was \$18.4 million lower than the same period in 2006, due primarily to the effect of a .5 million ton sales volume decrease. First quarter North American sales revenue is not indicative of our full-year revenues due to winter shipping constraints on the Great Lakes. First-quarter shipments in 2007 included .3 million tons of the 1.2 million tons of pellets purchased in upper Great Lakes stockpiles and paid for by customers in December 2006. Sales prices increased six percent in the first quarter 2007 versus first-quarter 2006, primarily reflecting changes in customer mix and the net impact from several contractual price-adjustment factors. Included in the first quarter 2007 sales revenue is \$1.2 million of sales in 2006 in connection with the sale of assets.

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Australian Iron Ore

First quarter 2007 Australia sales margin of \$24.5 million increased \$14.7 million compared with the first quarter of 2006. The increase in sales margin was due to higher sales prices and volume, partially offset by higher production costs. A summary is as follows:

		Sales Margin Increase From Last Year		
		Rate	Volume	Total
Sales revenue		\$21.2	\$ 18.9	\$40.1
Cost of goods sold	» ò			

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On September 28, 2006, prior to the Commission taking any action on the Application, WEPCO filed a rate case with the Commission, MPCS Case no. U-15071 (the "Rate Case"), which included an industrial rate that would be applicable to the Mines. Subsequently, on October 12, 2006, the Commission issued an Order Combining Dockets, under which the Mines' Application was combined with WEPCO's rate case. The Order Combining Dockets also established a nine-month schedule for the combined proceedings, with a final order to be issued in July 2007.

On April 30, 2007, the Mines and WEPCO entered into a Settlement Agreement for Final Rate Relief and Tariff Approvals (the "Tariff Agreement"). Under the Tariff Agreement, the Mines and WEPCO reached an agreement as to the tariff rate to be charged to the Mines under the industrial tariff. Any impact from the results of the combined proceeding will not occur until 2008, when the Power Supply Contracts terminate and it is anticipated that the Mines will be on an industrial tariff.

PENSIONS AND OTHER POSTRETIREMENT BENEFITS

Defined benefit pension expense totaled \$5.2 million for the first quarter of 2007, compared with \$5.1 million for the first quarter of 2006. See NOTE 6 – PENSION AND OTHER POSTRETIREMENT BENEFITS for additional information.

OPEB expense totaled \$2.4 million for the first quarter of 2007, compared with \$3.8 million for the comparable 2006 period. The decrease in OPEB expense was due to higher expected asset returns and lower loss amortization. The higher expected asset returns are primarily due to additional VEBA contributions under the existing labor agreement with the USW. The decrease in loss amortization is due to longer amortization periods reflecting increased remaining service lives of employees.

Following is a summary of our defined benefit pension and OPEB funding and expense for the years 2006 through 2008:

	(In Millions)			
	Pension		OPEB	
	Funding	Expense	Funding	Expense
2006	40.7	23.0	30.3	9.8
2007 (Estimated)	32.4	20.7	23.6	6.7
2008 (Estimated)	37.6	16.5	24.6	4.6

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Year 2006 OPEB expense included estimated cost reductions of \$3.1 million due to the effect of the Medicare Prescription Drug, Improvement and Modernization Act of 2003. Year 2007 and 2008 estimates reflect a discount rate of 5.75 percent based .t se

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2007, we purchased or have forward purchase contracts for 3.5 million mmbtu's of natural gas (representing approximately 37 percent of estimated 2007 consumption) at an average price of \$8.39 per mmbtu and 12.2 million gallons of diesel fuel at \$2.09 per gallon for our North American mining ventures.

Our strategy to address increasing energy rates includes improving efficiency in energy usage and utilizing the lowest cost alternative fuels. Our mining ventures enter into forward contracts for certain commodities, primarily natural gas and diesel fuel, as a hedge against price volatility. Such contracts are in quantities expected to be delivered and used in the production process. At March 31, 2007, the notional amount of the outstanding forward contracts was \$55.7 million (Company share — \$51.1 million), with an unrecognized fair value net gain of \$1.9 million (Company share — \$2.1 million) based on March 31, 2007 forward rates. The contracts mature at various times through

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OUTLOOK

Despite the plant shutdown at Hibbing that reduced our production by .8 million tons (Company share .2 million tons) in the first quarter, Cliffs-managed 2007 North American pellet production is expected to approximate 35 million tons, with our share representing approximately 22 million tons. Portman's 2007 production v n v nt

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Forward-Looking Statements

This report contains statements that constitute “forward-looking statements.” These forward-looking statements may be identified by the use of predictive, future-tense or forward-looking terminology, such as “believes,” “anticipates,” “expects,” “estimates,” “intends,” “may,” “will” or similar terms. These statements speak only as of the date of this report, and we undertake no ongoing obligation, other than that imposed by law, to update these statements. These statements appear in a number of places in this report and include statements regarding our intent, belief or current expectations of our directors or our officers with respect to, among other things:

- trends affecting our financial condition, results of operations or future prospects;
- estimates of our economic iron ore reserves;
- our business and growth strategies;
- our financing plans and forecasts; and
- the potential existence of significant deficiencies or material weaknesses in internal controls over financial reporting that may be identified during the performance of testing required under Section 404 of the Sarbanes-Oxley Act of 2002.

You are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those contained in the forward-looking statements as a result of various factors, some of which are unknown. For a discussion of the factors, including but not limited to, those that could adversely affect our actual results and performance, see “Risk Factors” in Part I – Item 1A in our Annual Report on Form 10-K for the year-ended December 31, 2006.

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ITEM 3. **QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Information regarding Market Risk of the Company is presented under the caption "Market Risk" which is included in our Annual Report on Form 10-K for the year ended December 31, 2006 and in the Management's Discussion and Analysis section of this report.

ITEM 4. **CONTROLS AND PROCEDURES**

Evaluation of disclosure controls and procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure based closely on the definition of "disclosure controls and procedures" in Rule 13a-15(e) promulgated under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our CEO and our CFO, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our CEO and CFO concluded that our disclosure controls and procedures were not effective given the material weakness discussed below as of the date of the evaluation conducted by our CEO and CFO.

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We did not maintain a sufficient complement of personnel with an appropriate level of technical accounting knowledge, experience and training to consistently perform independent secondary reviews and to appropriately interpret and apply complex accounting standards. This was evidenced by the number of adjustments noted during the year-end closing process including the assessment that our previous interpretation and related documentation of the revenue recognition criteria for collect and hold transactions was not appropriate. This material weakness, if not remediated, has the potential to cause a material misstatement in the future.

Changes in internal controls over financial reporting

There have been no changes in our internal control over financial reporting or in other factors that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. See “Management Report on Internal Controls Over Financial Reporting” and “Report of Independent Registered Public Accounting Firm” in our Annual Report on Form 10-K for the year ended December 31, 2006.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

On December 16, 2006, we submitted an administrative permit amendment application to MPCA with respect to Northshore’s Title V operating permit. The proposed amendment requested the deletion of a 30 year old “control city” monitoring requirement. The MPCA denied our application on February 23, 2007. We have appealed the denial to the Minnesota Court of Appeals.

Subsequent to the filing of our appeal, the MPCA advised Northshore that the MPCA considered Northshore to be in violation of the control city standard. Without conceding MPCA’s allegations, we have since entered into discussions with the MPCA with respect to the terms of a compliance schedule in which we would agree to take certain actions in settlement of the alleged violation. Discussions with the MPCA are currently ongoing. If either our appeal is unsuccessful or if we are unable to negotiate an acceptable compliance schedule, Northshore could be subject to future enforcement actions by the MPCA with respect to its Title V permit if we are unable to meet the control city requirement as interpreted by MPCA.

On May 18, 2007, the Minnesota Center for Environmental Advocacy (“MCEA”) filed a motion with the Court of Appeals to intervene in our appeal of the denial of an administrative amendment to our Title V operating permit. The MCEA’s motion was granted by the Court of Appeals on June 7, 2007. We do not anticipate that the intervention by the MCEA will significantly impact the appeals process.

On May 29, 2007, we received a Notice of Intent to Sue from the Save Lake Superior Association and the Sierra Club (the “Notice”) regarding alleged violation of the control city permit term. Any litigation must be brought at least sixty days after the date of the Notice under the Clean Air Act, which permits citizens to sue to enjoin violations of an emission standard or limitation or to seek penalties for violations. We intend to vigorously defend any litigation brought by the Save Lake Superior Association, the Sierra Club, or any other citizen suit.

On June 6, 2007, Portman received a summons of examination from the Supreme Court of Western Australia. The summons of examination was issued on May 16, 2007, in an ex parte proceeding brought by the administrators for the Sons of Gwalia Ltd (the “Sons of Gwalia”). The summons of examination provides the administrators with the ability to perform certain pre-trial discovery. Portman has been in discussions with the Sons of Gwalia Ltd. over their claims that the Sons of Gwalia are entitled to a royalty on certain mining tenements located in the Mt. Jackson mining area. Portman and the Sons of Gwalia have been unable to come to a negotiated agreement and it is anticipated that the Sons of Gwalia will eventually file a lawsuit. We intend to vigorously defend any litigation.



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[Item 6.](#) [Exhibits](#)

(a) List of Exhibits-Refer to Exhibit Index on page 41.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CLEVELAND-CLIFFS INC

Date: June 8, 2007

By /s/ Laurie Brlas

Laurie Brlas
Senior Vice President and
Chief Financial Officer and Treasurer

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Exhibit Number

Exhibit

Certification Pursuant to 18 U.S.C. Section 7241, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

CERTIFICATION

I, Joseph A. Carrabba, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cleveland-Cliffs Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

-
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 8, 2007

By /s/ Joseph A. Carrabba

Joseph A. Carrabba
Chairman, President and Chief
Executive Officer

CERTIFICATION

I, Laurie Brlas, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cleveland-Cliffs Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant for the period presented in this report;

-
- (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 8, 2007

By /s/ Laurie Brlas

Laurie Brlas

Senior Vice-President, Chief Financial Officer and Treasurer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Cleveland-Cliffs Inc (the "Company") on Form 10-Q for the period ended March 31, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-Q"), I, Laurie Brlas, Senior Vice-President, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

- (1) The Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Form 10-Q.

Date: June 8, 2007

/s/ Laurie Brlas

Laurie Brlas

Senior Vice-President,

Chief Financial Officer and Treasurer