

**Cleveland-Cliffs Inc**

**Prospectus Supplement dated October 25, 2004  
 to the Prospectus dated July 22, 2004**

The selling securityholders table on pages 61-65 of the prospectus, as amended, is hereby further amended to update and/or add, as applicable, the information regarding the following entities in the prospectus and their respective amount of 3.25% Redeemable Cumulative Convertible Perpetual Preferred Stock.

SELLING SECURITYHOLDER	NATURAL PERSON WITH VOTING OR INVESTMENT CONTROL	SHARES OF PREFERRED STOCK	PRINCIPAL AMOUNT OF CONVERTIBLE SUBORDINATED DEBENTURES	COMMON SHARES	COMMON SHARES OWNED PRIOR TO THIS OFFERING
BNP Paribas Equity Strategies, SNC	Christian Menestrier (1)	1,548	1,548,000	24,967	2,726
CooperNeff Convertible Strategies (Cayman) Master Fund, LP.	Christian Menestrier (1)	1,508	1,508,000	24,322	—
DBAG London	—	13,500	13,500,000	217,741	—
Lyxor/Convertible Arbitrage Fund Limited	Christian Menestrier (1)	276	276,000	4,451	—
Singlehedge US Convertible Arbitrage Fund	Christian Menestrier (1)	352	352,000	5,677	—
Sturgeon Limited (2)	Christian Menestrier (1)	316	316,000	5,096	—
Windmill Master Fund, LP.	Stanley Druckenmiller (3)	1,500	1,500,000	24,193	—

(1) Christian Menestrier is the chief executive officer of CooperNeff Advisors, Inc.

(2) The inclusion of this selling securityholder in the prospectus supplement supercedes the information included in the prospectus.

(3) Duquesne Capital Management is the Investment Manager of Windmill Master Fund, LP. Stanley Druckenmiller is the chief executive officer and president of Duquesne Capital Management.