
OMB APPROVAL

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

SCHEDULE 13G
(RULE 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)*

CLEVELAND CLIFFS INC.

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

185896107

(CUSIP Number)

Check the following box if a fee is being paid with this statement [] . (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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13G

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<TABLE>

<S>

<C>

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

B.A.T Industries p.l.c.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
REPORTING
PERSON
WITH

6 SHARED VOTING POWER PERSON

37,400

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

37,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

N.A.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.33%

12 TYPE OF REPORTING PERSON*

HC

</TABLE>

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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<TABLE>

<S>

<C>

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Farmers Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

5	SOLE VOTING POWER	-0-
6	SHARED VOTING POWER	37,400
7	SOLE DISPOSITIVE POWER	-0-
8	SHARED DISPOSITIVE POWER	37,400
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	37,400
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.33%
12	TYPE OF REPORTING PERSON*	IC

</TABLE> *SEE INSTRUCTIONS BEFORE FILLING OUT!

Items 4 and 5 of the Statement on Schedule 13G, dated February 6, 1996, filed by B.A.T Industries p.l.c. and Farmers Group, Inc., are hereby amended and restated to read in their entirety as follows:

Item 4.	Ownership
(a)	Amount Beneficially Owned: 37,400
(b)	Percent of Class: 0.33%
(c)	Number of shares as to which person has:
(i)	Sole voting power: -0-
(ii)	Shared voting power: 37,000-
(iii)	Sole disposition power: -0-

(iv) Shared disposition power: 37,400

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 beneficial owner of more than five percent of the class of securities, check the following box. [X].

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SIGNATURES

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.

B.A.T INDUSTRIES p.l.c.

Dated February 5, 1997

By: /s/ Anthony Robert Holliman

Name: Anthony Robert Holliman
Title: Assistant Corporate Secretary

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SIGNATURES

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.

FARMERS GROUP, INC.

Dated February 5, 1997

By: /s/ Alan Porter

Name: Alan Porter
Title: Corporate Secretary

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