



100 Pine Street • PO Box 1166 • Harrisburg, PA 17108-1166
Tel: 717.232.8000 • Fax: 717.237.5300

Susan E. Bruce
Direct Dial: 717.237.5254
Direct Fax: 717.260.1666
sbruce@mcneeslaw.com

January 15, 2021

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

VIA HAND DELIVERY

Re: ArcelorMittal USA LLC (now, Cleveland-Cliffs Steel LLC) – Application for License Name Change

Docket No. A-2011-2233438
Utility Code: 1113346

Dear Secretary Chiavetta:

Section 54.34(a)-(b) of the Pennsylvania Public Utility Commission’s (“PUC” or “Commission”) Regulations, 52 Pa. Code § 54.34, requires electric generation suppliers (“EGSs”) to notify the Commission of certain material changes in the information provided in the EGS’s application, *inter alia*, while the licensee is operating in the Commonwealth of Pennsylvania. In compliance with this requirement, ArcelorMittal USA LLC (now, Cleveland-Cliffs Steel LLC) (referred to herein as “Applicant”) respectfully submits this Application for License Name Change (“Application”) along with the requisite \$350 filing fee associated with the Application.¹ As noted below, Applicant respectfully requests waiver for any requirement for Applicant to provide customer notice of its name change given that Applicant is authorized to serve only its own load.

Background

On December 9, 2020, Cleveland-Cliffs Inc. acquired a 100 percent upstream ownership interest in Applicant. The ownership change was the subject of an Application of ArcelorMittal S.A., ArcelorMittal USA LLC, ArcelorMittal Cleveland LLC, Cleveland-Cliffs Inc., and AK Electric Supply, LLC, requesting authorization pursuant to sections 203(a)(1) and 203(a)(2) of the Federal Power Act, 16 U.S.C. §§ 824b(a)(1), 824(a)(2) (2012), for a transaction whereby Cleveland-Cliffs Inc. acquired from certain affiliates of ArcelorMittal S.A. all of the outstanding equity interests of Applicant and its subsidiaries as well as the upstream ownership interest in

¹ Concurrent with the filing of this Application for License Name Change, Cleveland-Cliffs Steel LLC (formerly, ArcelorMittal USA LLC) is filing with the Commission an updated Essential Contact Change Form.

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ArcelorMittal USA LLC (now, Cleveland-Cliffs Steel LLC). Applicant provided notice to the Commission of this upstream change in ownership by letter dated January 8, 2021.

Name Change

Effective December 22, 2020, ArcelorMittal USA LLC changed its name to Cleveland-Cliffs Steel LLC. Applicant respectfully requests the Commission accept this application to reflect the name change at the above-referenced docket. This name change stems from the change in upstream ownership discussed above.

Attached please find documentation evidencing the name change, including (1) the Certificate of Amendment of the Certificate of Formation as filed with the Delaware Department of State on December 22, 2020, and (2) the Pennsylvania Department of State filing registering the name change.

Please be advised that the name change does not impact the personnel, operations or contact information for Applicant; it is a change in corporate name only.² Applicant will continue to serve the same accounts that were served by ArcelorMittal USA LLC, namely Cleveland-Cliffs Steel LLC's (formerly, ArcelorMittal USA LLC) steelmaking facilities in the Commonwealth of Pennsylvania.

Please also be advised that Applicant is in the process of updating its financial security with the Commission to reflect the name change and shall file such security directly. Applicant shall maintain financial security compliance for the duration of the license name change process.

Applicant respectfully requests waiver for any requirement to provide customer notice of this name change. Applicant is authorized only to serve its own load, and, as such, customer notice of the name change is unnecessary.

* * *

Please contact the undersigned if you have any questions regarding this Application. Thank you.

Very truly yours,

McNEES WALLACE & NURICK LLC



By

Susan E. Bruce (Pa. I.D. No. 80146)

Counsel to Cleveland-Cliffs Steel LLC (formerly, ArcelorMittal USA LLC)

² Cleveland Cliffs Steel LLC is operating under the same Federal Tax ID number as ArcelorMittal USA LLC.

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SEB/lh

Enclosures

c: Certificate of Service
Jeff McCracken, Bureau of Technical Utility Services (via email)
Michelle Savin, Esq., Cleveland-Cliffs Steel LLC (via email)

CERTIFICATE OF SERVICE

I hereby certify that I am this day serving a true copy of the foregoing document upon the participants listed below in accordance with the requirements of 52 Pa. Code Section 1.54 (relating to service by a participant).

VIA FIRST-CLASS MAIL

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2 West
Harrisburg, PA 17120

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120

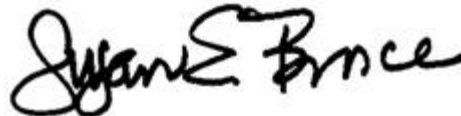
Department of Revenue
Bureau of Compliance
P.O. Box 281230
Harrisburg, PA 17128-1230

Office of Small Business Advocate
1st Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17101

Manager Energy Acquisition
PECO Energy Company
2301 Market Street
Philadelphia, PA 19101-8699

Legal Department
West Penn Power d/b/a Allegheny Power
800 Cabin Hill Drive
Greensburg, PA 15601-1689

Office of General Counsel
Attn: Kimberly A. Klock
PPL
Two North Ninth Street (GENTW3)
Allentown, PA 18101-1179



Susan E. Bruce

Counsel to ArcelorMittal USA LLC (now,
Cleveland-Cliffs Steel LLC)

Dated this 15th day of January, 2021, in Harrisburg, Pennsylvania

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ARCELORMITTAL USA LLC", CHANGING ITS NAME FROM "ARCELORMITTAL USA LLC" TO "CLEVELAND-CLIFFS STEEL LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2020, AT 9:45 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

3494636 8100
SR# 20208725369

Authentication: 204390039
Date: 12-22-20

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:45 AM 12/22/2020
FILED 09:45 AM 12/22/2020
SR 20208725369 - File Number 3494636

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION**

ArcelorMittal USA LLC (the "Company"), a limited liability company organized and existing under the Delaware Limited Liability Company Act, as amended, DOES HEREBY CERTIFY:

FIRST: That the sole member of the Company adopted the following resolution authorizing an amendment to the Certificate of Formation of the Company to change the name of the Company.

RESOLVED, that the Company's Certificate of Formation be amended so that Article FIRST thereof shall read in its entirety as follows:

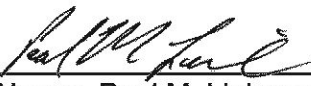
FIRST: The name of the Company is:

Cleveland-Cliffs Steel LLC


SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of the Delaware Limited Liability Company Act.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be executed by its duly authorized officer this 22nd day of December, 2020.

ARCELORMITTAL USA LLC

By: 
Name: Paul M. Liebenson
Title: Assistant Secretary

**PENNSYLVANIA DEPARTMENT OF STATE
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<p>Document will be returned to the name and address entered below.</p> <p>CT Corporation System CT Corporation System <hr/> Name 4400 Easton CMNS Way STE 125, <hr/> Address Columbus OH 43219 <hr/> City State Zip Code</p>	<p>Amendment of Foreign Registration</p> <p>DSCB: 15-413 (rev. 2/2017)</p>  <p>413</p>
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. § 413 (relating to amendment of foreign registration statement), the undersigned registered foreign association hereby states that:

1. The name of the association under which it is registered to do business in this Commonwealth:

ARCELORMITTAL USA LLC

2. The type of association is (check only one):

- | | | |
|---|--|---|
| <input type="checkbox"/> Business Corporation | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Business Trust |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Limited Liability (General) Partnership | <input type="checkbox"/> Professional Association |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Liability Limited Partnership | |

3. The (a) address of the association's registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

Complete part (a) **OR** (b) -- not both:

(a)	C T Corporation Systems	Not Available	PA	United States
	Number and street	City	State	Country

OR

(b) C/O: _____
 Name of Commercial Registered Office Provider County

4. Effective date of amendment of foreign registration (check, and if appropriate complete, one of the following):

- The Amendment of Foreign Registration shall be effective upon filing in the Department of State.
- The Amendment of Foreign Registration shall be effective on: _____ at _____
 Date (MM/DD/YYYY) Hour (if any)

5. Check, and if appropriate complete, one of the following:

The association desires that its registration be amended to change or correct the following information:

Change the name of the association to Cleveland-Cliffs Steel LLC

The amendment adopted by the association is set forth in full in Exhibit A attached hereto and made a part hereof.

If the amendment reflects a change in name for the association which does not comply with 15 Pa.C.S. § 414 and §§ 201-209, the foreign association must adopt an alternate name that complies 15 Pa.C.S. §§ 201-209 for use in Pennsylvania.

IN TESTIMONY WHEREOF, the undersigned association has caused this Amendment of Foreign Registration Statement to be signed by a duly authorized representative thereof this 7th day of January, 2021

ARCELORMITTAL USA LLC

Name of Association

Paul M. Liebenson

Signature

Assistant Secretary

Title