

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G*
(Rule 13d-102)

Amendment .CC D

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 415,580

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9) 4.0%

(12) TYPE OF REPORTING PERSON ** PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 185896107

13G

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY) Tontine Management, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VON Delaware CITIZENS S S N--Page 3 '4 ----- S NN--Pag-

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES ----- -0-

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY ----- 311,820

EACH (7) SOLE DISPOSITIVE POWER
REPORTING ----- -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER
----- 311,820

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
----- 311,820

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

(11) PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)
----- 3.0%

(12) TYPE OF REPORTING PERSON **
----- IA

EP3 I ** SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
-] y Pag NTI REPOHERRY L. Gendell

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
G G Ty Pag] (a) [X]
(b) []

The Schedule 13G initially filed on November 3, 2003 is hereby amended and restated by this Amendment No. 1 to the Schedule 13G/A.

Item 1(a). Name of Issuer:

The name of the issuer is Cleveland-Cliffs Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located in ^{Ohio} ~~Michigan~~ No

