

PERSON WITH (8) SHARED DISPOSITIVE POWER 509,480

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 509,480

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.72%

(12) TYPE OF REPORTING PERSON ** PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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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 VOTING POWER -0- SHARES

BENEFICIALLY (6) SHARED VOTING POWER 509,480 OWNED BY

EACH (7) SOLE DISPOSITIVE POWER -0- REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER 509,480

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 509,480

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.72%

(12) TYPE OF REPORTING PERSON ** OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tontine Capital Partners, L.P.

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

(3) SEC USE PPPPPPPPP

 ** SEE INSTRUCTIONS BEFORE FILLING OUT!

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 (1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSONS (ENTITIES ONLY)
 Tontine Overseas Associates, 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 VOTING POWER
 SHARES -0-

 BENEFICIALLY (6) SHARED VOTING POWER
 OWNED BY 316,220

 EACH (7) SOLE DISPOSITIVE POWER
 REPORTING -0-

 PERSON WITH (8) SHARED DISPOSITIVE POWER
 316,220

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON
 316,220

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

 (11) PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (9)
 2.93%

 (12) TYPE OF REPORTING PERSON **
 IA

 ** SEE INSTRUCTIONS BEFORE FILLING OUT!

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 (1) NAMES OF REPORTING PERSONS
 REPRES I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSONS (ENTITIES ONLY)
 Jeffrey L. Gendell

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

EACH (7) SOLE DISPOSITIVE POWER -0-
 REPORTING _____
 PERSON WITH (8) SHARED DISPOSITIVE POWER 1,051,000

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,051,000

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

 (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.74%

 (12) TYPE OF REPORTING PERSON ** IN

 ** SEE INSTRUCTIONS BEFORE FILLING OUT!

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The Schedule 13G/A filed on February 12, 2004 is hereby amended and restated by this Amendment No. 2 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 at 1100 Superior Avenue, Cleveland, Ohio 44114-2589.

Item 2(a). Name of Person Filing:

This statement is filed by:

89 (i) Tontine Partners, L.P., a Delaware limited partnership, is the principal Ex 0 ta a Demited pang g/i4 any'SMS).
 respect to the shares of Common Stock 4

Item 2(c). Citizenship:

TP and TCP are limited partnerships organized under the laws of the State of Delaware. TM, TCM and TOA are limited liability companies organized under the laws of the State of Delaware. Mr. Gendell is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, \$1.00 par value (the "Common Stock")

Item 2(e). CUSIP Number:

185896107

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable.

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Item 4. Ownership.

A. Tontine Partners, L.P.

(a) Amount beneficially owned: 509,480

(b) Percent of class: 4.72% The percentages used herein and in the rest of Item 4 are calculated based upon the 10,794,495 shares of Common Stock issued and outstanding as of October 21, 2004 as reflected in the Company's Form 10-Q for the quarterly period ended September 30, 2004.

- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 509,480
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 509,480

B. Tontine Management, L.L.C.

(a) Amount beneficially owned: 509,480

(b) Percent of class: 4.72%

- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 509,480
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 509,480

C. Tontine Capital Partners, L.P.

(a) Amount beneficially owned: 225,300

(b) Percent of class: 2.09%

- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 225,300
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 225,300

D. Tontine Capital Management, L.L.C.

- (a) Amount beneficially owned: 225,300
- (b) Percent of class: 2.09%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 225,300
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 225,300

E. Tontine Overseas Associates, L.L.C.

- (a) Amount beneficially owned: 316,220
- (b) Percent of class: 2.93%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 316,220
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 316,220

F. Jeffrey L. Gendell

- (a) Amount beneficially owned: 1,051,000
- (b) Percent of class: 9.74%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,051,000
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 1,051,000

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

TM, the general partner of TP, has the power to direct the affairs of TP, including decisions respecting the disposition of the proceeds from the sale of the shares of the Company. TCM, the general partner of TCP, has the power to direct the affairs of TCP, including decisions respecting the disposition of the proceeds from the sale of the shares of the Company. Mr. Gendell is the managing member of TM, TCM and TOA, and in that capacity directs their operations. Each of the clients of TOA has the power to direct the receipt of dividends from or the proceeds of sale of such shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 4, 2005

/s/ JEFFREY L. GENDELL
Jeffrey L. Gendell, individually, and as
managing member of

