SECURITIES & EXCHANGE COMMISSION Washington, D.C. 20549 _____

SCHEDULE 13G/A* (Rule 13d-102)

Amendment No. 3

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

> Cleveland-Cliffs Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

> 185896107 (CUSIP Number)

December 31, 2005 (Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

[] Rule 13d-1(b) [X] Rule 13d-1(c) [] Rule 13d-1(d)

_ _____

(Page 1 of 12 Pages)

*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 purposes 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).

CUSIP No. 18	5896107	13G	Page 2 of 12 Pages
	NAMES OF REPORTING PERS I.R.S. IDENTIFICATION N OF ABOVE PERSONS (ENTIT	O. IES ONLY)	ntine Partners, L.P.
(2)	CHECK THE APPROPRIATE B	DX IF A MEMBER OF A GR	OUP ** (a) [X] (b) []
(3)	SEC USE ONLY		
(4)	CITIZENSHIP OR PLACE OF Delaware	ORGANIZATION	
NUMBER OF	(5) SOLE VOTING POW	ER -0-	
BENEFICIALLY OWNED BY	(6) SHARED VOTING P	OWER 909,0	00
EACH	(7) SOLE DISPOSITIV.	e power -0-	
REPORTING PERSON WITH	(8) SHARED DISPOSIT	IVE POWER 909,0	00

(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	DI LACH REPORTING PERSON	909,000		
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *	*		[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	4.15%		
(12)	TYPE OF REPORTING PERSON **			
(±∠)	TIPE OF REPORTING PERSON **	PN		
	** SEE INSTRUCTIONS BEFORE F			
USIP No. 18	35896107 13G	Page	3 of 12	Pages
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
		Tontine Manag	ement,	L.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 Delaware			
	(5) SOLE VOTING POWER	-0-		
HARES				
BENEFICIALLY	Y (6) SHARED VOTING POWER	909,000		
ACH REPORTING	(7) SOLE DISPOSITIVE POWER	-0-		
PERSON WITH	(8) SHARED DISPOSITIVE POWER	909,000		
(0)				
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	000 000		
		909,000		
(±∪)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *			[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	BY AMOUNT IN ROW (9)	4.15%		
(12)	TYPE OF REPORTING PERSON **	00		
	** SEE INSTRUCTIONS BEFORE F			
CUSIP No. 18	35896107 13G	_	4 of 12	-
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) To	ntine Capital P	artners	, L.P.
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER	OF A GROUP **	(a) (b)	[X]
	SEC USE ONLY			
(3)	SEC USE UNLI			

		Delaware	
NUMBER OF	(5)	SOLE VOTING POWER	-0-
HARES			
BENEFICIALLY	(6)	SHARED VOTING POWER	327,080
WNED BY			
EACH	(7)	SOLE DISPOSITIVE POWER	-0-
REPORTING			
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	327,080
		ATE AMOUNT BENEFICIALLY OWNEI	
	BY EAC	H REPORTING PERSON	327,080
		BOX IF THE AGGREGATE AMOUNT	
		(9) EXCLUDES CERTAIN SHARES	** []
(11)		T OF CLASS REPRESENTED UNT IN ROW (9)	
			1.49%
(12)	TYPE O	F REPORTING PERSON **	PN
		** SEE INSTRUCTIONS BEFORE	FILLING OUT!
CUSIP No. 18	5896107	13G	Page 5 of 12 Pages
(I.R.S. OF ABOV		ine Capital Management, L.L.C.
	I.R.S. OF ABOV	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE	ER OF A GROUP ** (a) [X] (b) []
(2)	I.R.S. OF ABOV CHECK T SEC USE	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY	ER OF A GROUP ** (a) [X] (b) []
(2) (3) (4) (4)	I.R.S. OF ABOV CHECK T SEC USE CITIZEN	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware	ER OF A GROUP ** (a) [X] (b) []
(2) (3) (4) (4)	I.R.S. OF ABOV CHECK T SEC USE CITIZEN	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware	ER OF A GROUP ** (a) [X] (b) []
(2) (3) (4) UMBER OF	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5)	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware	ER OF A GROUP ** (a) [X] (b) []
(2) (3) (4) (4) UMBER OF	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5)	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER	ER OF A GROUP ** (a) [X] (b) []
(2) (3) (4) NUMBER OF SHARES SENEFICIALLY	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6)	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER	ER OF A GROUP ** (a) [X] (b) [] N -0- 327,080
(2) (3) (4) NUMBER OF SHARES SENEFICIALLY DWNED BY	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6)	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER	ER OF A GROUP ** (a) [X] (b) [] N -0- 327,080
(2) (3) (4) WUMBER OF SHARES BENEFICIALLY DWNED BY EACH	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7)	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER	ER OF A GROUP ** (a) [X] (b) [] N -0- 327,080 -0-
(2) (3) (4) (4) NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (7) (8)	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER	ER OF A GROUP ** (a) [X] (b) [] N -0- 327,080 -0- 327,080
(2) (3) (4) (4) NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (8) AGGREG	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER	ER OF A GROUP ** (a) [X] (b) [] N -0- 327,080 -0- 327,080
(2) (3) (4) (4) UMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH (9)	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (7) (8) AGGREG BY EAC	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER ATE AMOUNT BENEFICIALLY OWNEI	ER OF A GROUP ** (a) [X] (b) [] N -0- 327,080 -0- 327,080 D 327,080
(2) (3) (4) (4) NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH (9) (10)	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (8) AGGREG BY EAC CHECK IN ROW	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER ATE AMOUNT BENEFICIALLY OWNEI H REPORTING PERSON BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES	ER OF A GROUP ** (a) [X] (b) [] N -0- 327,080 -0- 327,080 x* []
(2) (3) (4) (4) NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH (9) (10)	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (8) AGGREG BY EAC CHECK IN ROW PERCEN	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SHARED VOTING POWER SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER ATE AMOUNT BENEFICIALLY OWNER H REPORTING PERSON BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES T OF CLASS REPRESENTED	ER OF A GROUP ** (a) [X] (b) [] N -0- 327,080 -0- 327,080 x* []
(2) (3) (4) (4) NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH (9) (10)	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (8) AGGREG BY EAC CHECK IN ROW PERCEN	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SULE DISPOSITIVE POWER SHARED DISPOSITIVE POWER ATE AMOUNT BENEFICIALLY OWNEI H REPORTING PERSON BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES T OF CLASS REPRESENTED UNT IN ROW (9)	ER OF A GROUP ** (a) [X] (b) [] (b) [] N -0- 327,080 -0- 327,080 ** [] 1.49%
(2) (3) (4) (4) NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH (9) (10) (11)	I.R.S. OF ABOV CHECK T SEC USE CITIZEN (5) (6) (7) (6) (7) (8) AGGREG BY EAC CHECK IN ROW PERCEN BY AMO	IDENTIFICATION NO. E PERSONS (ENTITIES ONLY) Tonti HE APPROPRIATE BOX IF A MEMBE ONLY SHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER SHARED VOTING POWER SULE DISPOSITIVE POWER SHARED DISPOSITIVE POWER ATE AMOUNT BENEFICIALLY OWNEI H REPORTING PERSON BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES T OF CLASS REPRESENTED UNT IN ROW (9)	ER OF A GROUP ** (a) [X] (b) [] (b) [] N -0- 327,080 -0- 327,080 x** []

	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tontine (Overseas Associates, L.L.C.
	CHECK THE APPROPRIATE BOX IF A MEMBER ((a) [X] (b) []
(3)	SEC USE ONLY	
	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF	(5) SOLE VOTING POWER	
SHARES		-0-
BENEFICIALLY	(6) SHARED VOTING POWER	
OWNED BY		254,745
EACH	(7) SOLE DISPOSITIVE POWER	
REPORTING	· · · · · · · · · · · · · · · · · · ·	-0-
	(8) SHARED DISPOSITIVE POWER	
		254,745
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED	
	BY EACH REPORTING PERSON	254,745
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	1 1 50
		1.16%
(12)	TYPE OF REPORTING PERSON **	IA
	** SEE INSTRUCTIONS BEFORE FI	LLING OUT!
		Page 7 of 12 Pages
CUSIP No. 18	35896107 13G	
	NAMES OF REPORTING PERSONS	
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO.	Jeffrey L. Gendell
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) CHECK THE APPROPRIATE BOX IF A MEMBER (Jeffrey L. Gendell DF A GROUP ** (a) [X] (b) []
(1) (2) (3)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) CHECK THE APPROPRIATE BOX IF A MEMBER (SEC USE ONLY	Jeffrey L. Gendell DF A GROUP ** (a) [X] (b) []
(1) (2) (3) (4)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) CHECK THE APPROPRIATE BOX IF A MEMBER (SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States	Jeffrey L. Gendell DF A GROUP ** (a) [X] (b) []
(1) (2) (3) (4)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) CHECK THE APPROPRIATE BOX IF A MEMBER (SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION	Jeffrey L. Gendell DF A GROUP ** (a) [X] (b) []
(2) (3) (4)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) CHECK THE APPROPRIATE BOX IF A MEMBER (SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States (5) SOLE VOTING POWER	Jeffrey L. Gendell DF A GROUP ** (a) [X] (b) [] -0-
(1) (2) (3) (4) NUMBER OF SHARES	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) CHECK THE APPROPRIATE BOX IF A MEMBER (SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States (5) SOLE VOTING POWER	Jeffrey L. Gendell DF A GROUP ** (a) [X] (b) [] -0-
(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALLY	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) CHECK THE APPROPRIATE BOX IF A MEMBER (SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States (5) SOLE VOTING POWER (6) SHARED VOTING POWER	Jeffrey L. Gendell OF A GROUP ** (a) [X] (b) [] -0- 1,490,825
(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALLY OWNED BY	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) CHECK THE APPROPRIATE BOX IF A MEMBER (SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States (5) SOLE VOTING POWER (6) SHARED VOTING POWER	Jeffrey L. Gendell OF A GROUP ** (a) [X] (b) [] -0- 1,490,825
(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) CHECK THE APPROPRIATE BOX IF A MEMBER (SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States (5) SOLE VOTING POWER (6) SHARED VOTING POWER (7) SOLE DISPOSITIVE POWER	Jeffrey L. Gendell DF A GROUP ** (a) [X] (b) [] -0- 1,490,825 -0-
(1) (2) (3) (4) NUMBER OF SHARES BENEFICIALLS OWNED BY EACH REPORTING	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) CHECK THE APPROPRIATE BOX IF A MEMBER (SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States (5) SOLE VOTING POWER (6) SHARED VOTING POWER	Jeffrey L. Gendell DF A GROUP ** (a) [X] (b) [] -0- 1,490,825 -0-

		1,490,825	
	CHECK BOX IF THE AGGREGATE AM IN ROW (9) EXCLUDES CERTAIN S	HARES **	[]
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
		6.80%	
(12)	TYPE OF REPORTING PERSON **	IN	
	** SEE INSTRUCTIONS B		
CUSIP No. 185	896107 13G	Page 8 of 12	Pages
	Schedule 13G/A filed on Febru his Amendment No. 3 to the Sc		d and
Item 1(a).	Name of Issuer:		
The name	e of the issuer is Cleveland-C	liffs Inc. (the "Company").	
Item 1(b).	Address of Issuer's Princip	al Executive Offices:	
	pany's principal executive off eland, Ohio 44114-2589.	ices are located at 1100 Supe	erior
Item 2(a).	Name of Person Filing:		
This sta	tement is filed by:		
(i)	Tontine Partners, L.P., a De respect to the shares of Com		
(ii)	Tontine Management, L.L.C., under the laws of the State the shares of Common Stock d	of Delaware ("TM"), with resp	
(iii)	Tontine Capital Partners, L. ("TCP") with respect to the by it;	P., a Delaware limited partne shares of Common Stock direc	-
(iv)	(iv) Tontine Capital Management, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TCM"), with respect to the shares of Common Stock directly owned by TCP;), with
(v)	Tontine Overseas Associates, organized under the laws of serves as investment manager ("TOF"), a company organized and to certain managed accou Common Stock directly owned	the State of Delaware ("TOA" to Tontine Overseas Fund, L under the laws of the Cayman nts, with respect to the sha:), which td. n Islands, res of
()	Taffurn I. Cardall with use	ment to the channel of Common	QL]

(vi) Jeffrey L. Gendell, with respect to the shares of Common Stock directly owned by each of TP, TCP, TOF and the managed accounts.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of the Reporting Persons is 55 Railroad Avenue, 3rd Floor, Greenwich, Connecticut 06830.

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: 909,000
              (b) Percent of class: 4.15% The percentages used herein and in the
rest of Item 4 are calculated based upon the 21,929,466 shares of Common Stock
issued and outstanding as of October 21, 2005 as reflected in the Company's Form
10-Q for the quarterly period ended September 30, 2005.
              (c) (i) Sole power to vote or direct the vote: -0-
                (ii) Shared power to vote or direct the vote: 909,000
               (iii) Sole power to dispose or direct the disposition: -0-
                (iv) Shared power to dispose or direct the disposition: 909,000
        B. Tontine Management, L.L.C.
              (a) Amount beneficially owned: 909,000
              (b) Percent of class: 4.15%
              (c) (i) Sole power to vote or direct the vote: -0-
                (ii) Shared power to vote or direct the vote: 909,000
               (iii) Sole power to dispose or direct the disposition: -0-
                (iv) Shared power to dispose or direct the disposition: 909,000
         C. Tontine Capital Partners, L.P.
              (a) Amount beneficially owned: 327,080
              (b) Percent of class: 1.49%
              (c)(i) Sole power to vote or direct the vote: -0-
                (ii) Shared power to vote or direct the vote: 327,080
               (iii) Sole power to dispose or direct the disposition: -0-
                (iv) Shared power to dispose or direct the disposition: 327,080
         D. Tontine Capital Management, L.L.C.
              (a) Amount beneficially owned: 327,080
              (b) Percent of class: 1.49%
              (c) (i) Sole power to vote or direct the vote: -0-
                (ii) Shared power to vote or direct the vote: 327,080
               (iii) Sole power to dispose or direct the disposition: -0-
                (iv) Shared power to dispose or direct the disposition: 327,080
        E. Tontine Overseas Associates, L.L.C.
              (a) Amount beneficially owned: 254,745
              (b) Percent of class: 1.16%
              (c)(i) Sole power to vote or direct the vote: -0-
                (ii) Shared power to vote or direct the vote: 254,745
               (iii) Sole power to dispose or direct the disposition: -0-
                (iv) Shared power to dispose or direct the disposition: 254,745
         F. Jeffrev L. Gendell
              (a) Amount beneficially owned: 1,490,825
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(b) Percent of class: 6.80%

- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,490,825
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition:1,490,825

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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 14, 2006

/s/ JEFFREY L. GENDELL Jeffrey L. Gendell, individually, and as managing member of Tontine Management, L.L.C., general partner of Tontine Partners, L.P., and as managing member of Tontine Capital Management, L.L.C., general partner of Tontine Capital Partners, L.P., and as managing member of Tontine Overseas Associates, L.L.C.