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MAG SILVER CORP  
Form REGDEX/A  
February 03, 2006

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ages ----- (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)  (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 451,644 OWNED BY  
\_\_\_\_\_ EACH (7) SOLE DISPOSITIVE POWER  
-0- REPORTING \_\_\_\_\_ PERSON WITH (8)  
SHARED DISPOSITIVE POWER 451,644 ----- (9)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 451,644  
----- (10) CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  ]  
----- (11) PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9) 4.5% ----- (12) TYPE OF  
REPORTING PERSON \*\* IA ----- \*\* SEE  
INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 350060109 13G Page 5 of 12 Pages

----- (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)  (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 88,700 OWNED BY  
\_\_\_\_\_ EACH (7) SOLE DISPOSITIVE POWER  
-0- REPORTING \_\_\_\_\_ PERSON WITH (8)  
SHARED DISPOSITIVE POWER 88,700 ----- (9)  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 88,700  
----- (10) CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  ]  
----- (11) PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (9) 0.88% ----- (12) TYPE OF  
REPORTING PERSON \*\* OO ----- \*\* SEE  
INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 350060109 13G Page 6 of 12 Pages

----- (1) NAMES OF REPORTING PERSONS I.R.S.  
IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tontine Capital Management, 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 ----- NUMBER OF (5)  
SOLE VOTING POWER -0- SHARES \_\_\_\_\_  
BENEFICIALLY (6) SHARED VOTING POWER 201,220 OWNED BY  
\_\_\_\_\_ EACH (7) SOLE DISPOSITIVE POWER

-0- REPORTING \_\_\_\_\_ PERSON WITH (8)  
 SHARED DISPOSITIVE POWER 201,220 ----- (9)  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 201,220  
 ----- (10) CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
 ----- (11) PERCENT OF CLASS REPRESENTED BY  
 AMOUNT IN ROW (9) 2.01% ----- (12) TYPE OF  
 REPORTING PERSON \*\* OO ----- \*\* SEE  
 INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 350060109 13G Page 7 of 12 Pages  
 ----- (1) NAMES OF REPORTING PERSONS I.R.S.  
 IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Jeffrey L. Gendell  
 ----- (2) CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP \*\* (a) [X] (b) [ ] ----- (3) SEC  
 USE ONLY ----- (4) CITIZENSHIP OR PLACE OF  
 ORGANIZATION United States ----- NUMBER OF (5)  
 SOLE VOTING POWER -0- SHARES \_\_\_\_\_  
 BENEFICIALLY (6) SHARED VOTING POWER 1,330,936 OWNED BY

\_\_\_\_\_ EACH (7) SOLE DISPOSITIVE POWER  
 -0- REPORTING \_\_\_\_\_ PERSON WITH (8)  
 SHARED DISPOSITIVE POWER 1,330,936 ----- (9)  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,330,936  
 ----- (10) CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
 ----- (11) PERCENT OF CLASS REPRESENTED BY  
 AMOUNT IN ROW (9) 13.26% ----- (12) TYPE OF  
 REPORTING PERSON \*\* IN ----- \*\* SEE

INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 350060109 13G Page 8 of 12 Pages The Schedule 13G/A  
 filed on January 13, 2004 is hereby amended and restated by this Amendment No. 3 to the Schedule 13G/A. Item 1(a).  
 Name of Issuer: The name of the issuer is L. B. Foster Company (the "Company"). Item 1(b). Address of Issuer's  
 Principal Executive Offices: The Company's principal executive offices are located at 415 Holiday Drive, Pittsburgh,  
 Pennsylvania 15220. Item 2(a). Name of Person Filing: This statement is filed by: (i) Tontine Partners, L.P., a  
 Delaware limited partnership ("TP") with respect to the shares of Common Stock directly owned by it; (ii) Tontine  
 Management, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TM"), with  
 respect to the shares of Common Stock directly owned by TP; (iii) Tontine Overseas Associates, L.L.C., a limited  
 liability company organized under the laws of the State of Delaware ("TOA"), which serves as investment manager to  
 Tontine Overseas Fund, Ltd. ("TOF"), a company organized under the laws of the Cayman Islands, with respect to the  
 shares of Common Stock directly owned by TOF; (iv) Tontine Capital Partners, L.P., a Delaware limited partnership  
 ("TCP") with respect to the shares of Common Stock directly owned by it; (v) Tontine Capital Management, L.L.C.  
 ("TCM"), a limited liability company organized under the laws of the State of Delaware with respect to the shares of  
 Common Stock directly owned by it and by TCP; and (vi) Jeffrey L. Gendell, with respect to the shares of Common  
 Stock directly owned by each of TP, TCP, TCM and TOF. 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. CUSIP No.  
 350060109 13G Page 9 of 12 Pages 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, \$0.01 par value (the  
 "Common Stock") Item 2(e). CUSIP Number: 350060109 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. CUSIP No. 350060109 13G Page 10 of 12 Pages Item 4. Ownership. A. Tontine Partners, L.P. (a) Amount beneficially owned: 678,072 (b) Percent of class: 6.76% The percentages used herein and in the rest of Item 4 are calculated based upon the 10,034,395 shares of Common Stock issued and outstanding at November 2, 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: 678,072 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 678,072 B. Tontine Management, L.L.C. (a) Amount beneficially owned: 678,072 (b) Percent of class: 6.76% (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 678,072 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 678,072 C. Tontine Overseas Associates, L.L.C. (a) Amount beneficially owned: 451,644 (b) Percent of class: 4.5% (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 451,644 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 451,644 D. Tontine Capital Partners, L.P. (a) Amount beneficially owned: 88,700 (b) Percent of class: 0.88% (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 88,700 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 88,700 E. Tontine Capital Management, L.L.C. (a) Amount beneficially owned: 201,220 (b) Percent of class: 2.01% (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 201,220 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 201,220 F. Jeffrey L. Gendell (a) Amount beneficially owned: 1,330,936 (b) Percent of class: 13.26% (c)(i) Sole power to vote or direct the vote: -0- (ii) Shared power to vote or direct the vote: 1,330,936 (iii) Sole power to dispose or direct the disposition: -0- (iv) Shared power to dispose or direct the disposition: 1,330,936 CUSIP No. 350060109 13G Page 11 of 12 Pages 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. CUSIP No. 350060109 13G Page 12 of 12 Pages 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 7, 2005 /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.