CAPITAL SENIOR LIVING CORP
Form SC 13G/A
February 13, 2009

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
(Amendment No. 1)

Capital Senior Living Corp.
(Name of Issuer)

Common Stock, $.01 Par Value
(Title of Class of Securities)

140475104
(CUSIP Number)

December 31, 2008
(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 13 Pages)

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*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 31 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).

(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	Cedar Bridge Realty Fund, L.P. 36-4448215
(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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER	-0-
	(6) SHARED VOTING POWER	781,169
	(7) SOLE DISPOSITIVE POWER	-0-
	(8) SHARED DISPOSITIVE POWER	781,169
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	781,169
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	2.9%
(12)	TYPE OF REPORTING PERSON **	PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	Cedar Bridge Institutional Fund, L.P. 77-0597412
(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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER	-0-
	(6) SHARED VOTING POWER	615,040
	(7) SOLE DISPOSITIVE POWER	-0-
	(8) SHARED DISPOSITIVE POWER	615,040
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	615,040
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	2.3%
(12)	TYPE OF REPORTING PERSON **	PN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	High Rise Capital Advisors, L.L.C. 13-4094399
(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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER	-0-
	(6) SHARED VOTING POWER	1,396,209
	(7) SOLE DISPOSITIVE POWER	-0-
	(8) SHARED DISPOSITIVE POWER	1,396,209
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,396,209
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	5.2%
(12)	TYPE OF REPORTING PERSON **	OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	Bridge Realty Advisors, LLC 36-4448205
(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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER	-0-
	(6) SHARED VOTING POWER	1,396,209
	(7) SOLE DISPOSITIVE POWER	-0-
	(8) SHARED DISPOSITIVE POWER	1,396,209
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,396,209
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	5.2%
(12)	TYPE OF REPORTING PERSON **	OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	David O'Connor
(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 of America
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (5)	SOLE VOTING POWER	-0-
(6)	SHARED VOTING POWER	1,396,209
(7)	SOLE DISPOSITIVE POWER	-0-
(8)	SHARED DISPOSITIVE POWER	1,396,209
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,396,209
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	5.2%
(12)	TYPE OF REPORTING PERSON **	IN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	Charles Fitzgerald
(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 of America
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER	-
	(6) SHARED VOTING POWER	1,396,209
	(7) SOLE DISPOSITIVE POWER	-
	(8) SHARED DISPOSITIVE POWER	1,396,209
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,396,209
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	5.2%
(12)	TYPE OF REPORTING PERSON **	IN

** SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer:

The name of the issuer is Capital Senior Living Corporation (the "Company").

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

The Company's principal executive office is located at
14160 Dallas Parkway, Suite 300
Dallas, TX 75254

Item 2(a). Name of Person Filing:

This statement is filed by:

(i) Cedar Bridge Realty Fund, L.P., a Delaware limited partnership ("CBR"), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it;

(ii) Cedar Bridge Institutional Fund, L.P. a Delaware limited partnership ("CBI" and together with CBR, the "Partnerships") respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it;

(iii) High Rise Capital Advisors, L.L.C., a Delaware limited liability company (the "Managing Member"), which serves as sole managing member of the General Partner (as defined in Item 2 (a) below), with respect to shares of Common Stock as defined in Item 2(d) below) directly owned by each of the Partnerships;

(iv) Bridge Realty Advisors, LLC, a Delaware limited liability company (the "General Partner"), which serves as the general partner to the Partnerships, with respect to shares of Common Stock
(as defined in Item 2(d) below) directly owned by each of the Partnerships;

(v) Mr. David O'Connor("Mr. O'Connor") who serves as senior managing member of the Managing Member with respect to shares of Common Stock owned by the Partnerships; and

(vi) Mr. Charles Fitzgerald ("Mr. Fitzgerald") who serves as the managing member of the Managing Member with respect to shares of Common Stock owned by the Partnerships.

The Partnerships, the Managing Member, the General Partner, Mr. O'Connor and Mr. Fitzgerald 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.

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 535 Madison Avenue New York, NY 10022.

Item 2(c) Citizenship:

Each of the Partnerships, the Managing Member, and the General Partner, is organized under the laws of the State of Delaware. Messrs. O'Connor and Fitzgerald are citizens of the United States of America.

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

Common Stock, $.01 Par Value (the "Common Stock")

Item 2(e). CUSIP Number:

140475104

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 Rule 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).

If this statement is filed pursuant to 13d-1(c), check this box: [X]

Item 4. Ownership.

A. Cedar Bridge Realty Fund, L.P.
(a) Amount beneficially owned:781,169

(b) Percent of class: 2.9%
The percentages used herein and in the rest of this Schedule 13G are calculated based upon the 26,681,319 shares of Common Stock issued and outstanding as of November 3, 2008, as reflected in the Company's Form 10-Q for the quarterly period ended September 30, 2008.
(c) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: -
(ii) Shared power to vote or direct the vote:781,169
(iii) Sole power to dispose or direct the disposition:-
(iv) Shared power to dispose or direct the disposition: 781,169

B. Cedar Bridge Institutional Fund, L.P.
(a) Amount beneficially owned: 615,040
(b) Percent of class: 2.3%
(c) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: -
(ii) Shared power to vote or direct the vote: 615,040
(iii) Sole power to dispose or direct the disposition: -
(iv) Shared power to dispose or direct the disposition: 615,040

C. High Rise Capital Advisors, L.L.C.
(a) Amount beneficially owned: 1,396,209
(b) Percent of class: 5.2%
(c) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: -
(ii) Shared power to vote or direct the vote: 1,396,209
(iii) Sole power to dispose or direct the disposition: -
(iv) Shared power to dispose or direct the disposition: 1,396,209

D. Bridge Realty Advisors, LLC
(a) Amount beneficially owned: 1,396,209
(b) Percent of class: 5.2%
(c) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: -
(ii) Shared power to vote or direct the vote: 1,396,209
(iii) Sole power to dispose or direct the disposition: -
(iv) Shared power to dispose or direct the disposition: 1,396,209

E. David O'Connor
(a) Amount beneficially owned: 1,396,209
(b) Percent of class: 5.2%
(c) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: -
(ii) Shared power to vote or direct the vote: 1,396,209
(iii)Sole power to dispose or direct the disposition:-
(iv) Shared power to dispose or direct the disposition: 1,396,209

F. Charles Fitzgerald

(a) Amount beneficially owned: 1,396,209

(b) Percent of class: 5.2%
(c) Number of shares as to which such person has:
(i) Sole power to vote or direct the vote: -
(ii) Shared power to vote or direct the vote: 1,396,209
(iii) Sole power to dispose or direct the disposition:-
(iv) Shared power to dispose or direct the disposition: 1,396,209

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.

Each of the Partnerships are private investment partnerships, the sole general partner of which is the General Partner. As the sole general partner of each of the Partnerships, the General Partner has the power to vote and dispose of the Securities owned by each of the Partnerships and, accordingly, may be deemed the "beneficial owner" of such securities. The managing member of the General Partner is the Managing Member. David O'Connor and Charles Fitzgerald are managing members of the Managing Member.

Messrs. O'Connor and Fitzgerald share investment management duties.

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.

SIGNATURE

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

DATED: February 13, 2009

/s/ David O'Connor

David O'Connor
Individually;
And as managing member of:
(a) High Rise Capital Advisors, LLC,
for itself and as the managing member of
Bridge Realty Advisors, LLC,
for itself and as general partner of:
(A) Cedar Bridge Realty Fund, L.P.; and
(B) Cedar Bridge Institutional Fund, L.P.

/s/ Charles Fitzgerald

Charles Fitzgerald