

Boston Avenue Capital  
Form SC 13D  
May 12, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

Capital Senior Living Corporation

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**(Name of Issuer)**

COMMON STOCK, \$.01 par value

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**(Title of Class of Securities)**

140475104

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**(CUSIP Number)**

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Tamara R. Wagman

124 E. 4<sup>th</sup> Street

Tulsa, Oklahoma 74103

(918) 583-9922

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 28, 2005

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box ":

\* 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose 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).

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CUSIP NO. 140475104

SCHEDULE 13D

1. NAME OF REPORTING PERSON

Charles M. Gillman

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7. SOLE VOTING POWER

1,935,000

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

1,935,000

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,935,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

*7.5%*

14. TYPE OF REPORTING PERSON

IN

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CUSIP NO. 140475104

SCHEDULE 13D

1. NAME OF REPORTING PERSON

Boston Avenue Capital, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Oklahoma

7. SOLE VOTING POWER

1,935,000

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

1,935,000

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,935,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

*7.5%*

14. TYPE OF REPORTING PERSON

OO (Limited Liability Company)

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SCHEDULE 13D

1. NAME OF REPORTING PERSON

Yorktown Avenue Capital, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Oklahoma

7. SOLE VOTING POWER

1,935,000

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

1,935,000

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,935,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

*7.5%*

14. TYPE OF REPORTING PERSON

OO (Limited Liability Company)



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CUSIP NO. 140475104

SCHEDULE 13D

1. NAME OF REPORTING PERSON

Boulder Capital, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3. SEC USE ONLY

4. SOURCE OF FUNDS\*

See Item 3

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Oklahoma

7. SOLE VOTING POWER

1,935,000

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

1,935,000

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,935,000

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

*7.5%*

14. TYPE OF REPORTING PERSON

OO (Limited Liability Company)

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CUSIP NO. 140475104

SCHEDULE 13D

## Item 1. Security and Issuer

This Schedule 13D relates to shares of Common Stock, \$.01 par value (the Common Stock) of Capital Senior Living Corporation, a Delaware corporation (the Issuer). The principal executive office and mailing address of the Issuer is 14160 Dallas Parkway, Suite 300, Dallas, Texas 75254.

## Item 2. Identity and Background

This Schedule 13D is being filed by Boston Avenue Capital, LLC, an Oklahoma limited liability company, Yorktown Avenue Capital, LLC, an Oklahoma limited liability company, Boulder Capital, LLC, an Oklahoma limited liability company and Charles M. Gillman.

The principal business of Boston Avenue Capital, LLC, Yorktown Avenue Capital, LLC and Boulder Capital, LLC is investment. Charles M. Gillman is the manager of all three entities.

The principal business office address of Boston Avenue Capital, LLC, Yorktown Avenue Capital, LLC and Boulder Capital, LLC is 415 South Boston, 9<sup>th</sup> Floor, Tulsa, Oklahoma 74103. The names and addresses are as follows:

<u>Name and Office Held</u>	<u>Business Address</u>	<u>Citizenship</u>	<u>Principal Occupation or Employment</u>
Charles M. Gillman, Manager	415 South Boston, 9 <sup>th</sup> Floor, Tulsa, Oklahoma 74103	USA	Investment management

None of the entities or persons identified in this Item 2 has, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

## Item 3. Source and Amount of Funds or Other Consideration

The source of funds for the purchases of securities was the working capital of each of the entities.

Item 4. Purpose of Transaction

The purpose of the acquisition of the Common Stock is for investment, and the acquisitions of the Common Stock were made in the ordinary course of business and were not made for the purpose of acquiring control of the Issuer.

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Although no Reporting Person has any specific plan or proposal to acquire or dispose of the Common Stock, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Common Stock or dispose of any or all of its Common Stock depending upon an ongoing evaluation of the investment in the Common Stock, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Persons, and/or other investment considerations.

Also, consistent with the investment purpose, the Reporting Persons may engage in communications with one or more shareholders of the Issuer, one or more officers of the Issuer and/or one or more members of the board of directors of the Issuer and/or one or more representatives of the Issuer regarding the Issuer, including but not limited to its operations. The Reporting Persons may discuss ideas that, if effected may result in any of the following: the acquisition by persons of additional Common Stock of the Issuer, an extraordinary corporate transaction involving the Issuer, and/or changes in the board of directors or management of the Issuer.

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

### Item 5. Interest in Securities of the Issuer

(a),(b) According to the Issuer's 10-Q filed on May 6, 2005, there were 25,761,704 shares of Common Stock issued and outstanding as of May 5, 2005. Based on such information, after taking into account the transactions described in Item 5(c) below, the Reporting Persons report beneficial ownership of 1,935,000 shares of Common Stock held as follows: Boston Avenue Capital, LLC 1,448,000 shares; Yorktown Avenue Capital, LLC 453,000 shares; Boulder Capital 34,000 shares. Mr. Gillman is a manager for all three entities. Each entity possess the sole voting rights and sole disposition rights with respect to its shares.

Although the parties are joining in this Schedule as Reporting Persons, the filing of this Schedule shall not be construed as an admission that any of them are, for any purpose, the beneficial owner of any of the securities that are owned by the other Reporting Persons.

c) During the last 60 days, the Reporting Persons purchased the following shares of Common Stock in the open market:

<u>Trade Date</u>	<u>Shares</u>	<u>Price</u>
5/9/2005	12,300	5.96
5/6/2005	40,300	6.00
5/5/2005	105,100	6.02
5/4/2005	2,600	5.99
5/3/2005	34,400	5.93
5/2/2005	27,100	5.92
4/29/2005	2,100	5.88
4/28/2005	6,400	5.93
4/27/2005	17,100	5.93
4/25/2005	406,400	6.02

(d) and (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None of the Reporting Persons is a party to any contract, arrangement, understanding or relationship with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits

Exhibit A Joint Filing Undertaking.

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: May 10, 2005

BOSTON AVENUE CAPITAL, LLC

/s/ Charles M. Gillman

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By: Charles M. Gillman, Manager

YORKTOWN AVENUE CAPITAL, LLC

/s/ Charles M. Gillman

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By: Charles M. Gillman, Manager

BOULDER CAPITAL, LLC

/s/ Charles M. Gillman

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By: Charles M. Gillman, Manager

/s/ Charles M. Gillman

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As an individual

Exhibit A

JOINT FILING UNDERTAKING

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Signature Block

BOSTON AVENUE CAPITAL, LLC

/s/ Charles M. Gillman

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By: Charles M. Gillman, Manager

YORKTOWN AVENUE CAPITAL, LLC

/s/ Charles M. Gillman

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By: Charles M. Gillman, Manager

BOULDER CAPITAL, LLC

/s/ Charles M. Gillman

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By: Charles M. Gillman, Manager

/s/ Charles M. Gillman

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As an individual