### CALIFORNIA COASTAL COMMUNITIES INC

Form SC 13D/A January 23, 2004

> SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a) (Amendment No. 1)

CALIFORNIA COASTAL COMMUNITIES, INC.

\_\_\_\_\_\_

(Name of Issuer)

Common Stock, par value \$0.05 per share

(Title of Class of Securities)

129915203

(CUSIP Number)

J.D. Dell

Lone Star Opportunity Fund, L.P. 717 North Harwood, Suite 2200 Dallas, Texas 75201 (214) 754-8300

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

November 24, 2003

\_\_\_\_\_

(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(e), 13d-1(f) or 13d-1(q), check the following box [ ].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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	I.R.S. IDENTIFICATION NOS. OF ABOVE LONE STAR SECURITIES FUND, L.L.C.	PERSONS (ENTITIES ONLY)
2	CHECK THE APPROPRIATE BOX IF A MEMBE	R OF A GROUP* (a) [ ] (b) [ ]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROG ITEM 2(d) or 2(e)	CEEDINGS IS REQUIRED PURSUANT TO
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
	NUMBER OF 7 SOLE SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	E VOTING POWER
	8 SHAI	RED VOTING POWER 356,398
	9 SOL	E DISPOSITIVE POWER
	10 SHA	RED DISPOSITIVE POWER 356,398
11	AGGREGATE AMOUNT BENEFICIALLY OWNED 1	BY EACH REPORTING PERSON
12	CHECK BOX IF THE AGGREGATE AMOUNT IN CERTAIN SHA	• •
	PERCENT OF CLASS REPRESENTED BY AMOUNTS 3.5%	
	TYPE OF REPORTING PERSON*	
====	*SEE INSTRUCTIONS BEFO	RE FILLING OUT!
CUSIP	No. 129915203 13D	3 of 35 Page:
 1	NAMES OF REPORTING PERSON  I.R.S. IDENTIFICATION NOS. OF ABOVE 1  LSOF INVESTMENTS, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBE	R OF A GROUP*

						(a) (b)		
3	SEC USE ONLY							
4	SOURCE OF FUNDS*			00				
5	CHECK BOX IF DISCLOSURE ( ITEM 2(d) or 2(e)	OF LEGAL	PROCEED	INGS I	S REQUIRE	PURSUAN		
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		8	SHARED	VOTING 356,39				
		9	SOLE DI	SPOSIT	IVE POWER			
		10	SHARED	DISPOS 356,39	ITIVE POWE	ΣR		
11	AGGREGATE AMOUNT BENEFIC: 356,398	IALLY OWN	IED BY E	ACH RE	PORTING PE	ERSON		
12	CHECK BOX IF THE AGGREGA: CERTAIN SHARES*	TE AMOUNT	IN ROW	I (11)	EXCLUDES		[	]
13	PERCENT OF CLASS REPRESED	NTED BY F	AMOUNT I	N ROW	(11)			
14	TYPE OF REPORTING PERSON	*						
	*SEE INSTRO	UCTIONS E	BEFORE F	'ILLING	OUT!			
CUSIP N	 o. 129915203		 BD 			4 of 35	 5 Р	ages
1	NAMES OF REPORTING PERSON I.R.S. IDENTIFICATION NOS LONE STAR SECURITIES LIN	S. OF ABO	OVE PERS	SONS (E	NTITIES ON	1LA)		
2	CHECK THE APPROPRIATE BOX	X IF A ME	EMBER OF	`A GRC	UP*	(a) (b)		

3	SEC USE ONLY					
4	SOURCE OF FUNDS*		00			
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14	TYPE OF REPORTING PER	SON*				
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CUSIP	No. 129915203	13D			5 of 35 P	 ages 
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1	NAMES OF REPORTING PE I.R.S. IDENTIFICATION LONE STAR OPPORTUNIT	NOS. OF AB		(ENTITIES ON	ILY)	
2	CHECK THE APPROPRIATE			ROUP*	(a) [ (b) [	
3	SEC USE ONLY					
4	SOURCE OF FUNDS*		00			

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		9	SOLE DISPOSITIVE POWER	
		10	SHARED DISPOSITIVE POWER	
11	AGGREGATE AMOUNT BENE	FICIALLY C	WNED BY EACH REPORTING PER	RSON
12	CHECK BOX IF THE AGGRECETTAIN SHARES*	EGATE AMOU	NT IN ROW (11) EXCLUDES	[ ]
 13	PERCENT OF CLASS REPRI	ESENTED BY	AMOUNT IN ROW (11)	
 14	TYPE OF REPORTING PER	SON*		
	*SEE IN	STRUCTIONS	BEFORE FILLING OUT!	
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====== 1	NAMES OF REPORTING PEIL.R.S. IDENTIFICATION LONE STAR PARTNER, L.	NOS. OF A	BOVE PERSONS (ENTITIES ONI	.Y)
2	CHECK THE APPROPRIATE	BOX IF A	MEMBER OF A GROUP*	(a) [ ] (b) [ ]
 3	SEC USE ONLY			
4	SOURCE OF FUNDS*		00	
5	CHECK BOX IF DISCLOSU ITEM 2(d) or 2(e)	RE OF LEGA	L PROCEEDINGS IS REQUIRED	PURSUANT TO

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6	CITIZENSHIP OR PL DELAWARE	ACE OF ORGANIZ	ATION	
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		9	SOLE DISPOSITIVE POWER	
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11	AGGREGATE AMOUNT 356,398	BENEFICIALLY O	WNED BY EACH REPORTING PE	RSON
12	CHECK BOX IF THE CERTAIN SHARES*	AGGREGATE AMOU	NT IN ROW (11) EXCLUDES	[ ]
13	PERCENT OF CLASS	REPRESENTED BY	AMOUNT IN ROW (11)	
14	TYPE OF REPORTING	PERSON*		
=====	*SE	E INSTRUCTIONS	BEFORE FILLING OUT!	
CUSIP N	 Jo. 129915203 	13	 D 	7 of 35 Pages
====== 1	NAMES OF REPORTIN I.R.S. IDENTIFICA LONE STAR MANAGE	TION NOS. OF A	======================================	======================================
2	CHECK THE APPROPR	IATE BOX IF A	MEMBER OF A GROUP*	(a) [ ] (b) [ ]
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4	SOURCE OF FUNDS*		00	
5	CHECK BOX IF DISC	LOSURE OF LEGA	L PROCEEDINGS IS REQUIRED	PURSUANT TO
 6	CITIZENSHIP OR PL	ACE OF ORGANIZ	 ATION	. J

	DELAWARE			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
		8	SHARED VOTING POWER 356,398	
		9	SOLE DISPOSITIVE POWE	 IR
		10	SHARED DISPOSITIVE PC	WER
 11	AGGREGATE AMOUNT E	ENEFICIALLY O	WNED BY EACH REPORTING	PERSON
12	CHECK BOX IF THE A	.GGREGATE AMOU	NT IN ROW (11) EXCLUDES	[ ]
13	PERCENT OF CLASS F	EPRESENTED BY	AMOUNT IN ROW (11)	
 14	TYPE OF REPORTING	PERSON*		
	*SEE	INSTRUCTIONS	BEFORE FILLING OUT!	
CUSIP N	o. 129915203	131	)	8 of 35 Page:
====== 1	NAMES OF REPORTING I.R.S. IDENTIFICAT HUDSON ADVISORS,	PERSON TION NOS. OF A	BOVE PERSONS (ENTITIES	ONLY)
2	CHECK THE APPROPRI			(a) [ ] (b) [ ]
3	SEC USE ONLY			
4	SOURCE OF FUNDS*		00	
5		OSURE OF LEGA:	L PROCEEDINGS IS REQUIF	RED PURSUANT TO
 6	CITIZENSHIP OR PLA	CE OF ORGANIZ	ATION	
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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 8 SHARED VOTING POWER 356,398 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 356**,**398 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 356,398 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.5% TYPE OF REPORTING PERSON\* \_\_\_\_\_\_ \*SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 129915203 13D 9 of 35 Pages NAMES OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) HUDSON ADVISORS ASSOCIATES, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] SEC USE ONLY SOURCE OF FUNDS\* CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) [ ] CITIZENSHIP OR PLACE OF ORGANIZATION \_\_\_\_\_ 7 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY

OWNED BY

EACH REPORTING PERSON WITH

	WITH	
	8 SHARED VOTING POWER 356,398	
	9 SOLE DISPOSITIVE POWER	
	10 SHARED DISPOSITIVE POWER 356,398	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 356,398	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [ ]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
14	TYPE OF REPORTING PERSON*	
	*SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP N	No. 129915203 13D 10 of 35 Pa	iges
1	NAMES OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ADVISORS GENPAR, INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) [ ]  (b) [ ]	
3	SEC USE ONLY	
4	SOURCE OF FUNDS* 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	)
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
	NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	

8 SHARED VOTING POWER 356**,**398 \_\_\_\_\_\_ SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 356,398 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12 CERTAIN SHARES\* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.5% 14 TYPE OF REPORTING PERSON\* CO \_\_\_\_\_\_ \*SEE INSTRUCTIONS BEFORE FILLING OUT! \_\_\_\_\_\_ CUSIP No. 129915203 13D 11 of 35 Pages \_\_\_\_\_\_ NAMES OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) . JOHN P. GRAYKEN CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] SEC USE ONLY SOURCE OF FUNDS\* 00 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)\_\_\_\_\_\_ CITIZENSHIP OR PLACE OF ORGANIZATION \_\_\_\_\_ NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER

356,398

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
356,398

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
356,398

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

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.5%

14 TYPE OF REPORTING PERSON\*
IN

#### \*SEE INSTRUCTIONS BEFORE FILLING OUT!

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#### ITEM 1. SECURITY AND ISSUER.

This statement relates to the common stock, \$0.05 par value per share (the "Common Stock"), of California Coastal Communities, Inc., a Delaware corporation ("CCC"). The address of the principal executive offices of CCC is 6 Executive Circle, Suite 250, Irvine California 92614.

#### ITEM 2. IDENTITY AND BACKGROUND.

This statement is filed on behalf of Lone Star Securities Fund, L.L.C., a Delaware limited liability corporation ("Securities"). The managing member of Securities is LSOF Investments, LLC, a Delaware limited liability company ("Investments"). The sole member of Investments is Lone Star Securities Limited, a Bermuda exempted limited liability company ("LSS"). The sole shareholder of LSS is Lone Star Opportunity Fund, L.P., a Delaware limited partnership ("Lone Star"). The general partner of Lone Star is Lone Star Partner, L.P., a Delaware limited partnership ("Partner"). The general partner of Partner is Lone Star Management Co., Ltd., a Delaware corporation ("Management"). Hudson Advisors, L.L.C., a Texas limited liability company ("Hudson"), is the asset manager for Securities pursuant to an Asset Management Agreement and it manages, among other things, the Common Stock of CCC owned by Securities. Hudson Advisors Associates, L.P., a Texas limited partnership ("Associates"), is the majority owner of the membership interests of Hudson. Advisors GenPar, Inc., a Texas corporation ("Advisors"), is the general partner of Associates. John P. Grayken ("Grayken"), a citizen of Ireland, is the sole stockholder, sole director and President of Management and the sole stockholder and sole director of Advisors.

The address of the principal offices and business address of Securities, Investments, Lone Star, Partner, Management, Hudson, Associates and Advisors is 717 North Harwood, Suite 2200, Dallas, Texas 75201. The address of the principal offices and business address of LSS is Washington Mall, Suite 104, 1st Floor, 7 Reid Street, Hamilton HM 11 Bermuda. The business address of

Grayken, is 50 Welbeck Street, London, United Kingdom, W1G 9XW.

Securities, Investments, LSS, Lone Star, Partner, Management, Hudson, Associates and Advisors (collectively, the "Lone Star Entities" and together with Grayken, the "Reporting Entities") are all part of a private investment partnership investing in a broad range of primarily real estate related investments. Lone Star's investors are primarily pension funds and other institutional investors. Grayken's principal occupation is serving in the aforementioned offices of Management.

None of the Reporting Entities has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).

None of the Reporting Entities has, during the last five years, 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.

Other Information

Attached as Schedule I hereto is a list of (a) the directors and executive officers of LSS, Management and Advisors and (b) the officers and members of Securities, Investments and Hudson which contains the following information with respect to each person:

(i) name;

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- (ii) principal business address; and
- (iii) present principal occupation or employment.

None of the persons identified on Schedule I hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). None of the persons identified on Schedule I hereto has, during the last five years, 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. Each person identified on Schedule I hereto is a United States citizen, other than Grayken, who is a citizen of Ireland.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

From September 1997 until October 1998, Securities purchased an aggregate of 785,100 shares of CCC Common Stock (the "Shares") in the open market. The aggregate cost of the Shares was \$8,726,740. Such funds were provided by capital contributions from partners of Lone Star.

ITEM 4. PURPOSE OF THE TRANSACTION.

Securities initially acquired the Shares for investment purposes. The Reporting Entities may purchase additional shares of the CCC Common Stock or

dispose of all or some of the Shares from time to time, in each case in open market or private transactions, or the Reporting Entities may continue to hold the Shares.

Securities filed a Schedule 13G on October 21, 1998, and Amendment No. 1 to its Schedule 13G on June 2, 2000. On August 13, 2001, the Reporting Entities filed a Schedule 13D to disclose that they no longer held the Shares in the ordinary course of business and intended to consider such investment in CCC on a continuing basis and take any actions deemed prudent in order to preserve or enhance its value.

Depending on various factors including, without limitation, CCC's financial position and investment strategy, the outcome of the Bolsa Chica litigation, the price levels of CCC Common Stock, conditions in the securities market and general economic and industry conditions, the Reporting Entities may, among other things, communicate with other stockholders, purchase additional shares of CCC Common Stock or sell some or all of the Shares or change their intention with respect to any and all matters referred to in Item 4.

Except as described herein, none of the Reporting Entities has any present plans or proposals that would result in or relate to any of the transaction enumerated in Item 4 of Schedule 13D, although each reserves the right to exercise any and all of its respective rights as a stockholder of CCC from time to time.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

From November 11, 2003 through January 22, 2004, Securities executed a series of sales in the open market which resulted in the disposition of an aggregate of 428,702 shares of CCC Common Stock. Schedule II attached hereto provides further detail with respect to such sales. As of January 22, 2004, each of the Reporting Entities, directly or indirectly, beneficially owned and had the shared power to vote and dispose of 356,398 shares of CCC Common Stock as described above (approximately 3.5% of the shares of CCC Common Stock based on the information as to the number of shares of CCC Common Stock outstanding on

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October 31, 2003, as reported in CCC's Quarterly Report on Form 10-Q for the period ended September 30, 2003). Except as described above, none of the Reporting Entities has effected any transaction in any shares of CCC Common Stock during the past sixty days. As a result of the series of sales described above, each of the Reporting Entities ceased to be the beneficial owner of more than five percent of CCC Common Stock as of December 18, 2003.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Other than as described in this Schedule 13D, none of the Reporting Entities has any contracts, arrangements, understandings or relationships with any person with respect to any securities of CCC.

#### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Joint Filing Agreement dated August 8, 2001, by and among Lone Star Securities Fund, L.L.C., Lone Star Investments, LLC, Lone Star Securities Limited, Lone Star Opportunity Fund, L.P., Lone Star Partner, L.P., Lone Star Management Co., Ltd., Hudson Advisors, L.L.C., Hudson Advisors Associates, L.P., Advisors GenPar, Inc. and John P. Grayken.

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#### 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.

Date: January 21, 2004 LONE STAR OPPORTUNITY FUND, L.P.

> By: Lone Star Partner, L.P., its General Partner

> > By: Lone Star Management Co., Ltd.,

its: General Partner

By: /s/ J.D. Dell \_\_\_\_\_

> J.D. Dell Vice President

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# SCHEDULE I

Instruction C. Information for (a) the directors and executive officers of LSS, Management and Advisors and (b) the officers and members of Securities, Investments and Hudson.

#### OFFICERS AND MEMBER OF SECURITIES

Name: J.D. Dell

Present Principal Occupation or

Employment: President

Business Address: Lone Star Securities Fund, L.L.C. 717 North Harwood Street, Suite 2200

Dallas, Texas 75201

Louis Paletta

Present Principal Occupation or

Vice President Employment:

Business Address: Lone Star Securities Fund, L.L.C .

717 North Harwood, Suite 2200

Dallas, Texas 75201

Name: Benjamin D. Velvin III

Present Principal Occupation or

Employment:

Business Address: Lone Star Securities Fund, L.L.C.

717 North Harwood, Suite 2200

Dallas, Texas 75201

Vice President

Name: Steven R. Shearer

Present Principal Occupation or

Employment: Vice President

Business Address: Lone Star Securities Fund, L.L.C.

717 North Harwood, Suite 2200

Dallas, Texas 75201

LSOF Investments, LLC Name:

Present Principal Occupation or

Employment:

Managing Member

Lone Star Securities Fund, L.L.C. Business Address:

717 North Harwood, Suite 2200

Dallas, Texas 75201

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#### OFFICERS AND MEMBER OF INVESTMENTS

J.D. Dell

Present Principal Occupation or

Employment:

Business Address: LSOF Investments, LLC

President

717 North Harwood, Suite 2200

Dallas, Texas 75201

Louis Paletta Name:

Present Principal Occupation or

Employment: Vice President

Business Address: LSOF Investments, LLC

717 North Harwood, Suite 2200

Dallas, Texas 75201

Benjamin D. Velvin III Name:

Present Principal Occupation or

Employment: Business Address:

LSOF Investments, LLC 717 North Harwood, Suite 2200

Dallas, Texas 75201

Vice President

Name: Steven R. Shearer

Present Principal Occupation or Employment: Vice President

Business Address: LSOF Investments, LLC

717 North Harwood, Suite 2200

Dallas, Texas 75201

Lone Star Securities Limited Name:

Present Principal Occupation or

Sole Member Employment: Business Address: Clarendon House Two Church Street

Hamilton HM11 Bermuda

President and Director

London, United Kingdom

Vice President and Director

Lone Star Securities Limited 717 North Harwood, Suite 2200

Lone Star Securities Limited 717 North Harwood, Suite 2200

Vice President and Director

Lone Star Securities Limited 717 North Harwood, Suite 2200

50 Welbeck Street

Dallas, Texas 75201

Dallas, Texas 75201

Dallas, Texas 75201

Vice President

W1G 9XW

13D CUSIP No. 129915203

OFFICERS AND DIRECTORS OF LSS

Name: John P. Grayken

Present Principal Occupation or

Employment:

Business Address:

Name: J.D. Dell

Present Principal Occupation or

Employment:

Business Address:

Louis Paletta Name:

Present Principal Occupation or

Employment:

Business Address:

Benjamin D. Velvin III Name:

Present Principal Occupation or

Employment:

Business Address:

Dawn C. Griffiths Name:

Present Principal Occupation or

Employment:

Director of Lone Star

Securities Limited; Attorney

Conyers Dill & Pearman Clarendon House

Two Church Street Hamilton HM 11 Bermuda

Name: Michael D. Thomson

Present Principal Occupation or

Employment:

Business Address:

Business Address:

Vice President and Director Lone Star Securities Limited 717 North Harwood, Suite 2200

Dallas, Texas 75201

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Name: Cindy Kuhlman

Present Principal Occupation or

Employment:

Vice President Business Address:

Lone Star Securities Limited 717 North Harwood, Suite 2200

Dallas, Texas 75201

Name:

Present Principal Occupation or

Employment:

Business Address:

Steven R. Shearer

Vice President

Lone Star Securities Limited 717 North Harwood, Suite 2200

Dallas, Texas 75201

CUSIP No. 129915203 13D

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#### OFFICERS AND DIRECTORS OF MANAGEMENT

John P. Grayken Name:

Present Principal Occupation or

Employment:

Business Address:

President and Director

50 Welbeck Street London, United Kingdom

W1G 9XW

Present Principal Occupation or

Employment:

Business Address:

J.D. Dell

Vice President and General Counsel Lone Star Management Co., Ltd. 717 North Harwood, Suite 2200

Dallas, Texas 75201

Name:

Present Principal Occupation or

Employment:

Business Address:

Louis Paletta

Vice President

Lone Star Management Co., Ltd. 717 North Harwood, Suite 2200

Dallas, Texas 75201

Name:

Present Principal Occupation or

Employment:

Business Address:

Benjamin D. Velvin III

Vice President and Assistant Secretary

Lone Star Management Co., Ltd. 717 North Harwood, Suite 2200

Dallas, Texas 75201

Present Principal Occupation or

Employment:

Business Address:

Steven R. Shearer

Vice President

Lone Star Management Co., Ltd. 717 North Harwood, Suite 2200

Dallas, Texas 75201

Name:

Present Principal Occupation or

Employment:

Ginger M. Quillen

Vice President

Business Address:

Lone Star Management Co., Ltd. 717 North Harwood, Suite 2200 Dallas, Texas 75201

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OFFICERS AND DIRECTORS OF ADVISORS

Name: Robert J. Corcoran

Present Principal Occupation or

Employment:

President

Advisors GenPar, Inc. Business Address:

717 North Harwood, Suite 2200

Dallas, Texas 75201

J.D. Dell

Present Principal Occupation or

Employment:

Business Address: Advisors GenPar, Inc.

717 North Harwood, Suite 2200

Dallas, Texas 75201

Vice President

John P. Grayken Name:

Present Principal Occupation or

Employment:

Business Address: 50 Welbeck Street

London, United Kingdom

President and Chief Financial Officer

W1G 9XW

Director

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#### OFFICERS AND MEMBER OF HUDSON

Robert J. Corcoran Name:

Present Principal Occupation or

Employment:

Business Address:

717 North Harwood, Suite 2200 Dallas, Texas 75201

J.D. Dell Name:

Present Principal Occupation or

Employment:

Business Address:

Present Principal Occupation or

Employment:

Business Address:

Senior Vice President Hudson Advisors, L.L.C.

Dallas, Texas 75201 Steven R. Shearer

Hudson Advisors, L.L.C.

Executive Vice President

Hudson Advisors, L.L.C. 717 North Harwood, Suite 2200

717 North Harwood, Suite 2200

Dallas, Texas 75201

Present Principal Occupation or

Employment:

Hudson Advisors Associates, L.P.

Managing Member

Hudson Advisors, L.L.C. 717 North Harwood, Suite 2200 Dallas, Texas 75201

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## Schedule II

DATE	# OF SHARES	PRICE PER SHARE
11/11/03	500	\$10.99
11/11	500	\$10.99
11/11	100	\$10.99
11/12	400	\$10.97
11/13	200	\$10.82
11/13	100	\$10.71
11/13	400	\$10.72
11/13	200	\$10.71
11/13	500	\$10.52
11/13	500	\$10.52
11/13	500	\$10.52
11/13	100	\$10.52
11/13	300	\$10.52
11/13	100	\$10.52
11/13	500	\$10.55
11/13	200	\$10.55
11/13	1000	\$10.65
11/13	1000	\$10.65
11/13	300	\$10.70
11/13	200	\$10.70
11/13	450	\$10.71
11/13	550	\$10.71
11/13	800	\$10.78
11/13	200	\$10.78
11/14	1000	\$10.76
11/14	1000	\$10.79
11/18	970	\$10.82
11/18	970	\$10.84
11/18	30	\$10.82
11/18	30	\$10.84
11/18	1000	\$10.89
11/18	200 3	\$10.91
11/19 11/19	1000	\$10.91 \$10.91
11/19	200	\$10.91
11/19	300	\$10.91
11/19	1500	\$10.93
11/19	1500	\$10.95
11/19	1500	\$10.95
11/19	1497	\$10.95
11/19	1500	\$10.95
11/20	25000	\$10.80
11/20	10000	\$10.80
11/24	10000	\$10.85
11/25	700	\$10.85
11,20	, 3 0	Y ± 0 • 0 5

11/25	300	\$10.85
11/25	500	\$10.85
11/25	500	\$10.90

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DATE	# OF SHARES	PRICE PER SHARE
11/25	100	\$10.90
11/25	300	\$10.90
11/25	600	\$10.90
11/25	700	\$10.96
11/25	800	\$10.96
11/25	700	\$10.97
11/25	400	\$10.97
11/25	400	\$10.97
11/25	300	\$10.99
11/25	200	\$10.99
11/25	600	\$10.99
11/25	400	\$10.99
11/25	200	\$11.01
11/25	420	\$11.01
11/25	200	\$11.01
11/25	100	\$11.01
11/25	500	\$11.01
11/25	920	\$11.02
11/25	80	\$11.01
11/26	100	\$11.02
11/26	1500	\$10.99
11/26	480	\$11.02
11/26	400	\$11.03
11/26 11/26	100 500	\$11.03 \$11.03
11/26	500	\$11.03
11/26	100	\$11.03
11/28	1000	\$11.04
11/28	400	\$11.04
11/28	500	\$11.05
11/28	1000	\$11.05
12/1	100	\$11.05
12/1	500	\$11.05
12/1	1900	\$11.05
12/1	2000	\$11.06
12/1	300	\$11.07
12/1	2200	\$11.07
12/1	200	\$11.08
12/1	300	\$11.08
12/1	700	\$11.08
12/1	200	\$11.08
12/1	125	\$11.08
12/1	975	\$11.08
12/1	500	\$11.06
12/1 12/1	500	\$11.06
12/1	500 2000	\$11.05 \$11.05
12/2	3000	\$11.03
12/4	25000	\$10.98
12/4	500	\$11.00
, -		1

12/4	1900	\$11.01
12/4	1000	\$11.00

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DATE	# OF SHARES	PRICE PER SHARE
12/4	300	\$11.00
12/4	700	\$11.00
12/4	100	\$11.00
12/5	20000	\$11.00
12/5	100	\$11.01
12/5	300	\$11.02
12/8	500	\$11.00
12/8	400	\$11.01
12/8	300	\$11.01
12/8	100	\$11.02
12/8	100	\$11.02
12/8	200	\$11.00
12/8	200	\$11.00
12/8	200	\$11.00
12/8	200	\$11.00
12/8	300	\$11.00
12/8	500	\$11.00
12/8	500	\$11.00
12/8	450	\$11.00
12/8	300	\$11.00
12/8	250	\$11.00
12/8	200	\$11.00
12/8	100	\$11.00
12/8	700	\$11.00
12/9	300	\$11.00
12/9	700	\$11.00
12/9	300	\$11.00
12/9	100	\$11.00
12/9	1100	\$11.00
12/9 12/10	82 100	\$11.00 \$11.00
12/10	450	\$10.91
12/10	200	\$10.91
12/10	200	\$10.91
12/17	2000	\$10.90
12/17	1000	\$10.90
12/17	100	\$10.91
12/17	1400	\$10.91
12/17	2000	\$10.96
12/17	1500	\$10.97
12/17	1200	\$10.98
12/17	700	\$10.98
12/17	100	\$10.98
12/17	100	\$10.99
12/17	1000	\$10.99
12/17	400	\$10.99
12/17	1200	\$11.00
12/17	600	\$11.00
12/17	200	\$11.00
12/17	1200	\$11.01
12/17	1300	\$11.01

12/17 1000 \$11.02

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D.1.00	# 0F 0W7PF0	
DATE	# OF SHARES	PRICE PER SHARE
12/17	100	\$11.02
12/17	400	\$11.02
12/17	1000	\$11.03
12/17	700	\$11.03
12/17	800	\$11.03
12/17	450	\$11.05
12/17	500	\$11.05
12/17	100	\$11.05
12/17	100	\$11.05
12/17	800	\$11.05
12/17	100	\$11.05
12/17	100	\$11.05
12/17	700	\$11.05
12/17	650	\$11.04
12/17	100	\$11.05
12/17	2400	\$11.05
12/17	2600	\$11.06
12/17	100	\$11.06
12/17	100	\$11.06
12/18	200	\$11.06
12/18	2000	\$11.00
12/18	2000	\$11.03
	500	•
12/18 12/18	200	\$11.00 \$11.00
12/18	300	\$11.00
12/19	2000	\$11.00
12/19 12/19	100 100	\$11.04 \$11.01
12/19	100	\$11.01
12/19	1800	\$11.01
12/19	300 600	\$11.01
12/19 12/19		\$11.01
	300	\$11.00
12/19	1700	\$11.00
12/19	100	\$11.01
12/19	1000	\$11.01
12/19 12/22	2000 1500	\$11.02 \$11.02
12/22		\$11.02
12/22	500	
	200	\$11.03
12/22	100	\$11.03
12/22	1700	\$11.03
12/22	100	\$11.04
12/22	800	\$11.04
12/22	500	\$11.03
12/22	2500	\$11.03
12/22	3000	\$11.04
12/22	2000	\$11.04
12/22	100	\$11.05
12/23	500	\$11.04
12/23	1500	\$11.04
12/23	100	\$11.05

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DATE	# OF SHARES	PRICE PER SHARE
12/23	150	\$11.05
12/26	3000	\$11.04
12/26	300	\$11.05
12/26	200	\$11.05
12/26	300	\$11.05
12/26	200	\$11.03
12/26	300	\$11.03
12/26	100	\$11.03
12/26	200	\$11.03
12/29	100	\$11.01
12/29	200	\$11.00
12/29	500	\$11.00
12/29	64	\$11.00
12/29 12/29	236 300	\$11.00 \$11.00
12/29	100	\$11.00
12/29	100	\$11.00
12/29	100	\$11.00
12/29	500	\$11.00
12/29	200	\$11.00
12/29	100	\$11.01
12/29	100	\$11.00
12/29	500	\$11.00
12/29	900	\$11.00
12/29	300	\$11.00
12/29	200	\$11.00
12/29	100	\$11.00
12/29	700	\$11.00
12/29	1000	\$11.00
12/29 12/29	450 100	\$11.00
12/29	800	\$11.00 \$11.00
12/29	150	\$11.00
12/29	850	\$11.00
12/29	600	\$11.00
12/29	50	\$11.00
12/29	200	\$11.00
12/29	500	\$11.00
12/29	200	\$11.00
12/29	300	\$11.00
12/29	300	\$11.00
12/29	500	\$11.00
12/29	400	\$11.00
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DATE	# OF SHARES	PRICE PER SHARE
12/29	300	\$11.00
12/29	200	\$11.00
12/29	100	\$11.00
12/29	300	\$11.00

12/29	500	\$11.00
12/29	400	\$11.00
12/29	400	\$11.00
12/29	400	\$11.00
12/29	400	\$11.00
12/29	300	\$11.00
12/29	300	\$11.00
12/29	300	\$11.00
12/29	500	\$11.00
12/29	1900	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	50	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	150	\$11.00
12/30	120	\$11.01
12/30	300	\$11.00
12/30	100	\$11.00
12/30	100	\$11.00
12/30	100	\$11.00
12/30	150	\$11.00
12/30	50	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	500	\$11.01
12/30	300	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00

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DATE	# OF SHARES	PRICE PER SHARE
12/30	200	\$11.00
12/30	200	\$11.01
12/30	100	\$11.01
12/30	200	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	100	\$11.01
12/30	100	\$11.01
12/30	200	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00
12/30	200	\$11.00
12/30	200	\$11.00
12/30	100	\$11.00

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DATE # OF SHARES PRICE PER SHARE

12/30	300	\$11.00
12/30	100	\$11.00
12/30	100	\$11.00
12/30	100	\$11.00
12/30	700	\$11.00
12/30	700	\$11.00
12/30	1000	\$11.00
12/31	300	\$11.00
12/31	1000	\$11.00
12/31	300	\$11.00
12/31	300	\$11.00
12/31	300	\$11.00
12/31	200	\$11.00
12/31	200	\$11.00
12/31	300	\$11.00
12/31	100	\$11.00
1/2/04	2000	\$11.00
1/5	2148	\$11.00
1/5	852	\$11.00
1/5	500	\$11.00
1/6	500	\$11.00
1/6	1500	\$11.00
1/6	900	\$11.00
1/6	100	\$11.00
1/6	3000	\$11.01
1/6	500	\$11.00
1/6	200	\$11.00
1/6	1700	\$11.00
1/6	500	\$11.00
1/6	100	\$11.00
1/6	100	\$11.00
1/6	500	\$11.00
1/6	2000	\$11.00
1/6	500	\$11.00
1/6	100	\$11.01
1/7	1500	\$11.00
1/7	100	\$11.00
1/8	500	\$10.93
1/8	1500	\$10.93
1/8	500	\$10.92
1/8	500	\$10.92
1/8	500	\$10.92
1/8	500	\$10.92
1/8	2000	\$10.99
1/8	100	\$11.00
1/8	300	\$11.00
1/8	100	\$11.00
1/8	100	\$11.01
1/8	200	\$11.00
1/8		\$11.00
1/8	100 500	\$11.00
1/8	200	\$11.00
1/ U	200	Υ11.00

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13b 31 01 33 rages

DATE	# OF SHARES	PRICE PER SHARE
1/8	100	\$11.01

1/8	1000	\$11.01
1/8	200	\$11.00
1/8	100	\$11.00
1/8	400	\$11.00
1/8	300	\$11.00
1/8	300	\$11.00
1/8	200	\$11.00
1/8	500	\$11.00
1/8	500	\$11.00
1/8	500	\$11.00
1/8	300	\$11.00
1/8	10000	\$11.00
1/8	1000	\$11.00
1/8	100	\$11.01
1/9	2000	\$11.00
1/9	100	\$11.01
1/9	100	\$11.01
1/9	200	\$11.00
1/9	500	\$11.00
1/9	10000	\$10.95
1/12	1300	\$11.00
1/12	1800	\$11.01
1/12	3000	\$11.02
1/12	2000	\$11.03
1/12	100	\$11.03
1/12	1800	\$11.01
1/13	100	\$11.00
1/13	3000	\$10.96
1/13	100	\$10.98
1/13	1900	\$10.98
1/22	3000	\$10.51

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#### EXHIBIT INDEX

99.1 Joint Filing Agreement dated August 8, 2001, by and among Lone Star Securities Fund, L.L.C., Lone Star Investments, LLC, Lone Star Securities Limited, Lone Star Opportunity Fund, L.P., Lone Star Partner, L.P., Lone Star Management Co., Ltd., Hudson Advisors, L.L.C., Hudson Advisors Associates, L.P., Advisors GenPar, Inc. and John P. Grayken.

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EXHIBIT 99.1

#### JOINT FILING AGREEMENT

The undersigned hereby agree that any Statement on Schedule 13D to be filed with the Securities and Exchange Commission by any of the undersigned, including any amendment thereto, with respect to the securities of California Coastal Communities, Inc. may be filed by any of the undersigned as a joint filing of all of the undersigned. This Joint Filing Agreement shall be filed as an Exhibit to such statement.

Dated: August 7, 2001 LONE STAR SECURITIES FUND, L.L.C.

By: LSOF Investments, LLC.

its: Managing Member

By: Lone Star Securities Limited

its: Sole Member

By: Lone Star Opportunity Fund, L.P.

its: Sole Shareholder

By: Lone Star Partner, L.P.

its: General Partner

By: Lone Star Management Co., Ltd.

its: General Partner

By: /s/ J.D. Dell

-----

J.D. Dell
Vice President

Date: August 7, 2001 LSOF INVESTMENTS, LLC

By: Lone Star Securities Limited

its: Sole Member

By: Lone Star Opportunity Fund, L.P.

its: Sole Shareholder

By: Lone Star Partner, L.P.

its: General Partner

By: Lone Star Management Co., Ltd.

its: General Partner

By: /s/ J.D. Dell

J.D. Dell

Vice President

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Date: August 7, 2001 LONE STAR SECURITIES LIMITED

By: Lone Star Opportunity Fund, L.P.

its: Sole Shareholder

By: Lone Star Partner, L.P.,

its: General Partner

By: Lone Star Management Co., Ltd.,

its: General Partner

By:/s/ J.D. Dell

\_\_\_\_\_

J.D. Dell Vice President

Date: August 7, 2001 LONE STAR OPPORTUNITY FUND, L.P.

By: Lone Star Partner, L.P.

General Partner

By: Lone Star Management Co., Ltd.

General Partner

By: /s/ J.D. Dell

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J.D. Dell Vice President

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Date: August 7, 2001 LONE STAR PARTNER, L.P.

By: Lone Star Management Co., Ltd.,

its: General Partner

By:/s/ J.D. Dell

\_\_\_\_\_

J.D. Dell
Vice President

Date: August 7, 2001 LONE STAR MANAGEMENT CO., LTD.

By:/s/ J.D. Dell

\_\_\_\_\_

J.D. Dell Vice President

Date: August 7, 2001 HUDSON ADVISORS, L.L.C.

By:/s/ Robert J. Corcoran

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Robert J. Corcoran

President

Date: August 7, 2001

ADVISORS GENPAR, INC.

By:/s/ J.D. Dell

J.D. Dell

Vice President

Date: August 7, 2001

HUDSON ADVISORS ASSOCIATES, L.P.

By: Advisors GenPar, Inc.
its: General Partner

By:/s/J.D. Dell

J.D. Dell

Vice President

Date: August 8, 2001

/s/ John P. Grayken

John P. Grayken

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