

ASSISTED LIVING CONCEPTS INC

Form 10-12B/A

August 25, 2006

As filed with the Securities and Exchange Commission on August 24, 2006

File No. 001-13498

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

**Amendment No. 2
to
Form 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Assisted Living Concepts, Inc.
(Exact name of registrant as specified in its charter)

Nevada
*(State or Other Jurisdiction of
Incorporation or Organization)*

93-1148702
*(I.R.S. Employer
Identification Number)*

**111 West Michigan Street
Milwaukee, Wisconsin**
(Address of Principal Executive Offices)

53203
(Zip Code)

**Registrant's telephone number, including area code:
(414) 908-8800**

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|---|--|
| Class A Common Stock, \$0.01 par value per share | New York Stock Exchange |

**Securities to be registered pursuant to Section 12(g) of the Act:
None**

Assisted Living Concepts, Inc.**Cross-Reference Sheet Between the Information Statement and Items of Form 10****Information Included in the Information Statement and Incorporated by Reference into the Registration Statement on Form 10**

Our Information Statement may be found as Exhibit 99.1 to this Form 10. For your convenience, we have provided below a cross-reference sheet identifying where the items required by Form 10 can be found in the Information Statement.

| Item No. | Caption | Location in Information Statement |
|-----------------|---|--|
| 1. | Business | Summary; Risk Factors; and Business |
| 1A. | Risk Factors | Risk Factors |
| 2. | Financial Information | Summary Summary Combined Financial and Other Data; Capitalization; Selected Combined Financial Data; Unaudited Pro Forma Condensed Combined Financial Statements; and Management's Discussion and Analysis of Financial Condition and Results of Operations |
| 3. | Properties | Business Properties and Facilities |
| 4. | Security Ownership of Certain Beneficial Owners and Management | Security Ownership of Certain Beneficial Owners and Management |
| 5. | Directors and Executive Officers | Management |
| 6. | Executive Compensation | Management |
| 7. | Certain Relationships and Related Transactions | Our Separation from and Relationship with Extencicare After the Exchange |
| 8. | Legal Proceedings | Business Legal Proceedings |
| 9. | Market Price of and Dividends on the Registrant's Common Equity and Related Shareholder Matters | Summary; Risk Factors; The Exchange; Capitalization; Dividend Policy; and Description of Our Capital Stock |
| 10. | Recent Sale of Unregistered Securities | None |
| 11. | Description of Registrant's Securities to be Registered | Description of Our Capital Stock |
| 12. | Indemnification of Directors and Officers | Description of Our Capital Stock |
| 13. | Financial Statements and Supplementary Data | Summary Summary Combined Financial and Other Data; Selected Combined Financial Data; Unaudited Pro Forma Condensed Combined Financial Statements; Management's Discussion and Analysis of Financial Condition and Results of Operations; and Index to Financial Statements |
| 14. | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | None |
| 15. | Financial Statements and Exhibits | Index to Financial Statements; and Unaudited Pro Forma Condensed Combined Financial Statements |

(a) List of Financial Statements and Schedule.

The following financial statements are included in the Information Statement and filed as part of this Registration Statement on Form 10:

Combined Financial Statements of Assisted Living Concepts, Inc. (a combination of the assisted living businesses in the United States owned by Extencicare Inc.) (ALC or the Company) as of December 31, 2005 and 2004 and for the three-year period ended December 31, 2005, including Report of Independent Registered Public Accounting Firm.

Consolidated Financial Statements of Assisted Living Concepts, Inc. and subsidiaries (Historic ALC) as of December 31, 2004 and 2003 and for the three-year period ended December 31, 2005, including Report of Independent Registered Public Accounting Firm.

Unaudited Pro Forma Condensed Combined Financial Statements of Assisted Living Concepts, Inc.

Other than Schedule 12-09, which is set forth at the end of the Information Statement, schedules have been omitted because the information required to be set forth therein is not applicable or the information is otherwise included in the Financial Statements or notes thereto.

(b) Exhibits. The following documents are filed as exhibits hereto:

| Exhibit Number | Exhibit Description |
|-----------------------|--|
| 2.1 | Form of Arrangement Agreement between Extencicare Real Estate Investment Trust, Extencicare Inc., Assisted Living Concepts, Inc. and the other parties thereto.* |
| 2.2 | Form of Separation Agreement between Assisted Living Concepts, Inc. and Extencicare Real Estate Investment Trust. |
| 3.1 | Form of Amended and Restated Articles of Incorporation of Assisted Living Concepts, Inc.** |
| 3.2 | Form of Amended and Restated Bylaws of Assisted Living Concepts, Inc.** |
| 4.1 | Specimen Class A common stock certificate of Assisted Living Concepts, Inc.* |
| 10.1 | Form of Separation Agreement between Assisted Living Concepts, Inc. and Extencicare Real Estate Investment Trust (filed under Exhibit No. 2.2 to this Form 10). |
| 10.2 | Form of Tax Allocation Agreement between Extencicare Inc. and Assisted Living Concepts, Inc. |
| 10.3 | Form of Agreement for Payroll and Benefits Services between Assisted Living Concepts, Inc. and Extencicare Health Services, Inc. |
| 10.4 | Form of Agreement for Reimbursement Services between Assisted Living Concepts, Inc. and Extencicare Health Services, Inc. |
| 10.5 | Form of Technology Services Agreement between Assisted Living Concepts, Inc. and Virtual Care Provider, Inc.** |
| 10.6 | Form of Statement of Work related to Technology Services Agreement between Assisted Living Concepts, Inc. and Virtual Care Provider, Inc.** |
| 10.7 | Form of 2006 Omnibus Incentive Compensation Plan.** |
| 10.8 | Employment Agreement with Laurie A. Bebo. |
| 10.9 | Employment Agreement with Terry Usher. |
| 10.10 | Employment Agreement with Walter A. Levonowich. |
| 10.11 | Employment Agreement with Rae Schweer. |

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- 10.12 Form of Purchase and Sale Agreement pertaining to EHSI assisted living facilities.**
- 10.13 Master Lease Agreement (I) between LTC Properties, Inc. and Texas-LTC Limited Partnership, as Lessor, and Assisted Living Concepts, Inc. and Extencicare Health Services, Inc., as Lessee, dated January 31, 2005.**
- 10.14 Master Lease Agreement (II) between LTC Properties, Inc., as Lessor, and Assisted Living Concepts, Inc., Carriage House Assisted Living, Inc. and Extencicare Health Services, Inc., as Lessee, dated January 31, 2005.**
- 21.1 Subsidiaries of Assisted Living Concepts, Inc.**
- 99.1 Information Statement of Assisted Living Concepts, Inc., subject to completion, dated August 24, 2006.

* To be filed in a future amendment to this Form 10.

** Previously filed

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Assisted Living Concepts, Inc.

By: /s/ Laurie A. Bebo

Laurie A. Bebo
President and Chief Operating Officer

Dated: August 24, 2006

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