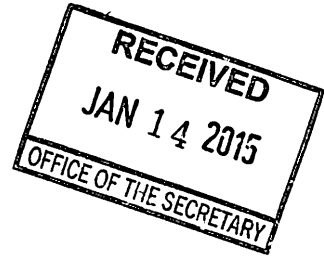


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-16293



In the Matter of

LAURIE BEBO, and
JOHN BUONO, CPA,

Respondents.

RESPONDENT LAURIE BEBO'S
REQUEST FOR ISSUANCE OF
SUBPOENAS DUCES TECUM

TO: Benjamin J. Hanauer, Esq.
United States Securities and
Exchange Commission
175 West Jackson Boulevard, Suite 900
Chicago, IL 60604

Pursuant to Rule 232 of the Commission's Rules of Practice, Ryan S. Stippich and Mark A. Cameli of Reinhart Boerner Van Deuren s.c., as counsel for Respondent Laurie Bebo, request issuance of Subpoenas Duces Tecum to Assisted Living Concepts, LLC doing business as Enlivant, Milbank, Tweed, Hadley & McCloy LLP, Ventas, Inc. and Quarles & Brady LLP (the "Witnesses"), requiring the production of documentary or other tangible evidence returnable at a designated time or place.

In relation thereto, Respondent Laurie Bebo states as follows:

1. The documents possessed by the Witnesses are material and relevant to the subject matter of this proceeding.
2. Assisted Living Concepts, LLC doing business as Enlivant is Respondent's former employer at all times relevant to these proceedings.

3. Milbank, Tweed, Hadley & McCloy LLP is the law firm that Assisted Living Concepts, LLC retained to internally investigate the facts underlying these proceedings.

4. Ventas, Inc. is a party to the leasing agreement that is central to these proceedings.

5. Quarles & Brady LLP is the law firm that Assisted Living Concepts, LLC retained for corporate and litigation matters involving Assisted Living Concepts, LLC and relevant to this proceeding.

6. Respondent Laurie Bebo believes that the Witnesses have custody, possession and control of documents and testimony related to the subject matter of this action and it is necessary that a Subpoena issue to each Witness.

7. Pursuant to Section 556 of the Administrative Procedures Act, as amended (5 U.S.C. § 556), and Rules 111 and 232 of the Rules of Practice of the United States Securities and Exchange Commission (17 C.F.R. §§ 201.111, 201.232), a subpoena may issue to a witness to appear, to produce certain documents and to give testimony in these proceedings.

8. The issuance of subpoenas to the Witnesses is not unreasonable, oppressive, excessive in scope, or unduly burdensome.

9. Copies of the proposed Subpoenas Duces Tecum to the Witnesses and the requested documents are attached hereto as Exhibits A -D showing that the requests are reasonable in scope.

Dated this 14th day of January, 2015.

REINHART BOERNER VAN DEUREN S.C.
Counsel for Respondent Laurie Bebo

By: Mel C Q

Ryan S. Stippich

IL State Bar No.: [REDACTED]

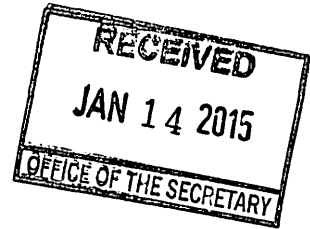
Mark A. Cameli

WI State Bar ID No. [REDACTED]

1000 North Water Street, Suite 1700
Milwaukee, WI 53202

[REDACTED]
[REDACTED]
[REDACTED]

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-16293

In the Matter of

LAURIE BEBO, and
JOHN BUONO, CPA,

Respondents.

SUBPOENA *DUCES TECUM* TO
PRODUCE DOCUMENTS

TO: Assisted Living Concepts, LLC d/b/a Enlivant
330 North Wabash Avenue, Suite 3700
Chicago, IL 60611

TAKE NOTICE: By authority of Section 556 of the Administrative Procedures Act, as amended (5 U.S.C. § 556), and Rules 111 and 232 of the Rules of Practice of the United States Securities and Exchange Commission (17 C.F.R. §§ 201.111, 201.232), and upon an application for subpoena made by Respondent Laurie Bebo;

YOU ARE HEREBY ORDERED to produce the documents, electronically stored information, or objects described below, and permit their inspection, copying, testing or sampling. Documents must be produced to Reinhart Boerner Van Deuren s.c., 1000 North Water Street, Suite 1700, Milwaukee, Wisconsin, 53202, on or before February 2, 2015. The U.S. Securities and Exchange Commission's Rules of Practice require that any application to quash or modify a subpoena comply with Commission Rule of Practice 232(e)(1) (17 C.F.R. § 201.232(e)(1)).

DEFINITIONS AND INSTRUCTIONS

1. You are instructed to produce documents and/or electronically stored information evidencing, commemorating, reflecting and/or relating to the following list.

2. Unless otherwise specified, the relevant time frame is January 1, 2007 to the present.

3. The terms "Assisted Living Concepts, Inc.," and "ALC" refer to Assisted Living Concepts, Inc. and includes (a) all of its affiliates, divisions, units, successor and predecessor entities, subsidiaries, parents, and assigns, including but not limited to Assisted Living Concepts, LLC (d/b/a Enlivant); (b) all of its present and former officers, directors, agents, employees, representatives, accountants, investigators, and attorneys; (c) any other person acting or purporting to act on its behalf; or (d) any other person otherwise subject to its control, which controls it, or is under common control with it.

4. The term "CaraVita Facilities" refers to the eight independent and assisted living facilities located in several states in the Southeast United States ALC rented from Ventas, and include CaraVita Village, Greenwood Gardens, Highland Terrace, Peachtree Estates, Tara Plantation, The Inn at Seneca, the Sanctuary, and Winterville Retirement.

5. "Communication" means any oral, written, electronic, or other transfer of information, ideas, opinions or thoughts by any means, from or to any person or thing.

6. "Including" means "including without limitation."

7. "Relate to," "related to" and "relating to," mean mentioning or describing, containing, involving or in any way concerning, pertaining or referring to or resulting from, in whole or in part, directly or indirectly, the stated subject matter.

8. The terms "and" as well as "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of these requests any document or thing which might otherwise be construed to be outside their scope.

9. "Document" is defined to be synonymous in meaning and equal in scope to the usage of this term in Federal Rule of Civil Procedure 34(a), including, without limitation, writings, drawings, graphs, charts, photographs, sound records, images, electronic or computerized data compilations and other electronically stored information, and any versions, drafts or revisions of any of the above. Any document which contains any comment, notation, addition, insertion or marking of any kind which is not part of another document which does not contain a comment, notation, addition, insertion or marking of any kind which is part of another document, is to be considered a separate document.

10. "Electronically stored information" means all information that is created, manipulated, or stored in electronic form regardless of the medium. Electronically stored information also includes any deleted data that once existed as live data but has been erased or deleted from the electronic medium on which it resided. Even after deleted data itself has been overwritten or wiped, information relating to the deleted data may still remain.

11. A document or thing is deemed to be in your control if you have the right to secure the document or thing or a copy thereof from another person or entity having actual possession of the document or thing. If any document or thing responsive to this request was, at one time, but is no longer, within your possession or control, state what disposition was made of the document or thing, by whom, the approximate date of the disposition, and the reason for the disposition.

12. If any request for documents is deemed to call for the production of privileged or work product materials and such privilege or work product is asserted, provide the following information with respect to each withheld document:

- (a) the privilege(s) and/or work product protection asserted;
- (b) the date on which the document was created or finalized;
- (c) the number of pages, including any attachments or appendices;
- (d) the names of the document's author, authors or preparers;
- (e) the name of each person to whom the document was sent, carbon copied or blind carbon copied;
- (f) the subject matter of the document or responses, and in the case of any document relating or referring to a meeting or conversation, identification of such meeting or conversation.

DOCUMENTS TO BE PRODUCED

1. All documents referring or relating to how the documents, files, notes, and other ALC property located in Ms. Bebo's office at ALC's headquarters in Menomonee Falls, Wisconsin were collected, preserved, and/or destroyed after she ceased being employed by ALC on May 29, 2012, including but not limited to certain legal-style note pads that Ms. Bebo prepared and compiled during the course of her employment and maintained in her office (hereafter referred to as "Ms. Bebo's Notepads") and her copies of materials provided to ALC's board of directors (or any committee thereof) in advance of or in connection with meetings of the board or any committee that were maintained in her office in three-ring binders along with her notes from those meetings (hereafter referred to as "Ms. Bebo's Board Books").

2. Documents sufficient to identify the chain of custody of Ms. Bebo's Notepads and Ms. Bebo's Board Books after she ceased being employed by ALC on May 29, 2012, including but not limited to any records reflecting the transmission of Ms. Bebo's Notepads and Ms. Bebo's

Board Books to the law firm of Milbank, Tweed, Hadley & McCloy LLP ("Milbank") and from Milbank to the law firm of Ropes & Gray LLP.

3. All documents referring or relating to the current location of any of Ms. Bebo's handwritten notes she prepared in the course of her employment at ALC, including but not limited to Ms. Bebo's Notepads and Ms. Bebo's Board Books.

4. All documents and correspondence related to the collection, retention, destruction or transfer of Ms. Bebo's ALC documents after she ceased being employed by ALC on May 29, 2012 up until the present.

5. All documents referring or relating to any discussions or plans to destroy any of the documents, files, notes, and other ALC property located in Ms. Bebo's office at ALC's headquarters prior to the time Ms. Bebo ceased being employed by ALC, including but not limited to Ms. Bebo's Notepads and Ms. Bebo's Board Books.

6. All documents and correspondence relating to any action that led to the destruction of any of Ms. Bebo's handwritten notes she prepared in the course of her employment at ALC, whether inadvertent or intentional.

7. Telephone records reflecting calls made to or from Ms. Bebo's office telephone [(262) 257-8899] from January 1, 2008 through the date she ceased being employed by ALC on May 29, 2012.

8. Telephone records reflecting calls made to or from Ms. Bebo's ALC-provided mobile telephone [(414) 803-6111] from January 1, 2008 through the date she ceased being employed by ALC on May 29, 2012.

9. Documents sufficient to show Robin (Birr) Herbner's annual salary and benefits at the time she left ALC's employ.

10. Documents sufficient to show Sean Schelfout's annual salary and benefits at the time he left ALC's employ.
11. A complete copy of Ms. Bebo's outlook e-mail box, exported into a ".pst" file for January 1, 2007 to May 29, 2012.
12. A complete copy of Ms. Bebo's outlook calendar, exported to a ".pst" file for January 1, 2007 to May 29, 2012.
13. A copy of Joy Zaffke's outlook calendar, exported to a ".pst" file for the time period January 1, 2009 to March 31, 2009.
14. Produce for inspection and imaging the hard drive from the laptop(s) computer utilized by Ms. Bebo for her work on behalf of ALC at the time she ceased being employed by ALC on May 29, 2012.
15. Documents reflecting commercial airplane tickets paid for ALC employees (whether purchased directly, through a travel agent, or employee reimbursement) to travel to the States of Alabama, Florida, Georgia, or South Carolina, including but not limited to documents sufficient to identify for each ticket the employee flying on the airplane, the flight dates, the departing airport, and the arriving airport.
16. Expense reports for any employee who is listed on any of the occupancy reconciliation reports related to the CaraVita Facilities.
17. Documents reflecting job descriptions for the position held by any employee who is listed on any of the occupancy reconciliation reports related to the CaraVita Facilities.
18. All documents that support the following statement made in ALC's Form 10-Q, filed with the Commission on November 8, 2012 for the quarter ending September 30, 2012:

"The previously disclosed internal investigation being conducted by the Board of Directors has been completed. The Board has determined not to take any action."

19. All documents relating to interviews of witnesses in connection with the internal investigation, including any notes, memoranda, or summaries of the same.

20. Any reports, memoranda, or presentation materials related to any conclusions of the internal investigation, including but not limited to any materials related to presentations to the Board, a committee of the board, the SEC, or any other third party.

21. All documents reflecting communications between the entity referred to as "Party K/Party L" in ALC's Schedule 14A proxy statement filed with the Commission on or about April 8, 2013 and ALC, or anyone acting on ALC's behalf, relating to the basis for any changes in "Party K/Party L's" bid to purchase ALC during the time period April 1, 2012 to September 1, 2012.

22. Documents sufficient to identify "Party K/Party L."

23. The document index for the 350 boxes of hard copy documents collected by ALC, as described in Section I.E. of the attached letter from Asheesh Goel to Scott Tandy dated March 27, 2014 (attached as Exhibit A).

24. Produce for inspection at a mutually agreeable place and time the 350 boxes referred to in the same letter (Ex. A).

25. Produce each and every one of the "over 5,400 email communications between Milbank and ALC's former Board" as described in Section II.A. of Exhibit A.

26. Hard copies of board materials provided to Ms. Bebo while she was still employed by ALC, as referred to in Section III.H. of Ex. A.
27. Documents sufficient to show a full listing of all properties owned or leased by ALC for year-end 2011.
28. Documents sufficient to show the net book value for all properties owned or leased by ALC for year-end 2011.
29. Documents sufficient to show the revenue for all properties owned or leased by ALC for year-end 2011.
30. Documents sufficient to show the net operating income for all properties owned or leased by ALC for year-end 2011.
31. Documents sufficient to show a full listing of all properties owned or leased by ALC for year-end 2012.
32. Documents sufficient to show the net book value for all properties owned or leased by ALC for year-end 2012.
33. Documents sufficient to show the revenue for all properties owned or leased by ALC for year-end 2012.
34. Documents sufficient to show the net operating income for all properties owned or leased by ALC for year-end 2012.

Dated this ____ day of January, 2015.

By: _____
The Honorable Cameron Elliot
Administrative Law Judge



ROPE & GRAY LLP
191 NORTH WACKER DRIVE
32nd FLOOR
CHICAGO, ILLINOIS 60606-4302
WWW.ROPEGRAY.COM

March 27, 2014

Asheesh Goel



FOIA CONFIDENTIAL TREATMENT REQUESTED

VIA EMAIL and HAND DELIVERY

Scott B. Tandy, Senior Attorney
U.S. Securities and Exchange Commission
Chicago Regional Office
175 West Jackson Boulevard, Suite 900
Chicago, IL 60604

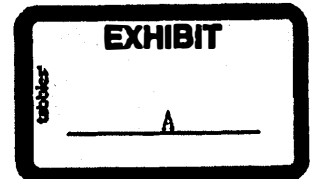
Re: *In the Matter of Assisted Living Concepts, Inc. (C-7948)*

Dear Mr. Tandy:

On behalf of Assisted Living Concepts, LLC ("ALC"), I write regarding your request for an update on ALC's response to subpoena, email and oral requests from the U.S. Securities and Exchange Commission ("SEC"). In furtherance of ALC's continued cooperation, the following is our second written update of the status of your remaining requests.¹ We welcome the opportunity to discuss this matter with you further.

I. SEC Subpoena Requests

Below is a brief summary of the status of ALC's responses to the Staff's requests for documents in connection with two subpoenas issued to ALC dated October 22, 2013 and October 30, 2013.



¹ Our first written update was sent to you on February 25, 2014. See letter from Asheesh Goel to Scott Tandy (Feb. 25, 2014).

Confidential Treatment Requested by Assisted Living Concepts, LLC

March 27, 2014

A. Board Minutes and Packages (May 29, 2012 – July 11, 2013). We have located additional materials responsive to this request and will be making a production shortly. We continue to search for additional Board minutes and packages and if located, they will be produced to the Staff.

B. Ms. Bebo's Notebooks. As previously described, all notebooks in ALC's possession that have been identified as belonging to Ms. Bebo were produced to the Staff on January 17, January 24 and February 14, 2014.

C. Email Communications from January 1, 2008 to May 7, 2012. As previously described, we continue to work on identifying responsive email communications for 21 custodians. On February 20, 2014, we began reviewing these documents with the assistance of 25 contract attorneys. We will produce responsive documents from this set on a rolling basis. Our first production of documents from this set was made on March 21, 2014 and we anticipate that our productions from this set of documents will be complete in early April 2014.

D. Emails Communications from May 7, 2012 to September 13, 2012. As previously described, we worked with Target Litigation to collect email communications from ALC backup tapes for 21 custodians. We anticipate that any responsive documents in this category will be produced in May 2014, earlier than we previously anticipated.

E. Email Communications from September 13, 2012 to July 11, 2013. As previously described, we worked with ALC to collect email communications from ALC's email archive system for 21 custodians. We anticipate that any responsive documents in this category will be produced in May 2014, earlier than we previously anticipated.

F. Arbitration Deposition Transcripts and Exhibits. As previously described, we have already produced all documents responsive to this request.

G. Hard Copy Boxes from ALC. As previously described, with the assistance of 15 contract paralegals, we indexed over 350 hard copy boxes collected by ALC and identified nearly 100,000 pages of documents for review. We anticipate that any responsive documents in this category will be produced in May 2014, earlier than we previously anticipated.

Confidential Treatment Requested by Assisted Living Concepts, LLC

March 27, 2014

H. Direct Collection. For a number of your subpoena requests, we will work directly with appropriate ALC personnel, in conjunction with ALC's Legal and IT departments, to identify and collect responsive documents. We would welcome a discussion with you about how we may streamline this process.

II. Email and/or Verbal SEC Requests

Below is a brief summary of the status of ALC's responses to your email and/or verbal requests for documents or information.

A. Milbank's Communications with ALC's Former Board of Directors. As previously described, Milbank provided us with over 5,400 email communications between Milbank and ALC's former Board. We have completed our review of these documents and have provided each director with the communications that he or she sent or received.

Furthermore, you inquired whether the confidentiality agreements entered into with the SEC, dated November 18, 2013 and February 25, 2014 (collectively, "Confidentiality Agreements"), would permit production of Milbank's communications with the former Board Members of ALC. While ALC is willing to waive its attorney-client privilege (if any) with respect to such documents, see Section IV, ALC's production of such documents to the Staff is dependent upon the former directors waiving any attorney-client privilege that may have existed between Milbank and the Board or between Milbank and any former directors individually. We understand that counsel for each of the former directors would like discuss this issue directly with you.

B. Documents Previously Produced as Redacted by Milbank. As previously described, on January 10, 2014, Milbank provided us with means to identify the un-redacted versions of 780 documents that Milbank produced to the Staff with redactions. We have reviewed these documents and on February 20, 2014, we produced to the Staff un-redacted copies of 623 documents that are responsive to the SEC's subpoenas. During the week of February 24, 2014, we produced an additional 157 documents.

C. Documents Previously Withheld as Privileged by Milbank. As previously described, on January 16, 2014, we received from Milbank 4,873 communications previously withheld as privileged. We have reviewed these documents and on February 20, 2014, we produced to the Staff un-redacted copies of 4,004 documents that are responsive to the SEC's subpoenas. During the week of February 24, 2014, we further produced an additional 35 documents. The remaining documents were determined to be non-responsive to the SEC's subpoenas.

Confidential Treatment Requested by Assisted Living Concepts, LLC

March 27, 2014

D. Grant Thornton's Documents Previously Withheld as Privileged. As previously described, on January 6, 2014, Grant Thornton LLP ("Grant Thornton") provided us with documents that it withheld as privileged at Milbank's direction. Pursuant to the Privilege Waiver Letter and the Confidentiality Agreements, we have directed Grant Thornton to produce these documents to the Staff.

E. Internal Auditor's Report. You requested a copy of Dave Hokeness' internal audit report presented at a Board meeting in the second quarter of 2012 and a copy of Mr. Hokeness' revised internal audit report following the second quarter Board meeting. Pursuant to your request, we have identified the report presented at the Board meeting for the second quarter of 2012 as the Internal Auditor's Report to the Audit Committee, dated August 2, 2012, a copy of which was produced to the Staff on January 17, 2014. ALC_SEC00005816 - ALC_SEC00005828.

In our letter to you dated February 25, 2014, we noted that to ALC's knowledge, the revised report you requested is the report presented by Mr. Hokeness to the Audit Committee on November 1, 2012, a copy of which was produced to the Staff on January 17, 2014. ALC_SEC00006193 - ALC_SEC00006206. In connection with the document review described in Section I.D, we recently identified a document that Mr. Hokeness referred to, in an email to Mary Zak Kowalczyk, as the updated version of his report to the Audit Committee. This document will be produced to the Staff during the week of March 24, 2014.

F. Employee Data. You also asked ALC for the number of ALC employees who worked at or out of the corporate headquarters and the number of ALC employees who worked at a regional or divisional level, for the years ending 2009 - 2011. ALC identified relevant documents and produced them to the Staff on February 28, 2014. ALC_SEC00056289 - ALC_SEC00056302.

G. William Bowen. You asked for documents relating to William Bowen's consulting work for ALC, including the date range of his service and his address. We have gathered check requests, W-9s, correspondence, and payment information relating to Bowen's consulting work for ALC and we produced these documents to the Staff February 28, 2014. ALC_SEC00056245 - ALC_SEC00056288. ALC will also produce additional responsive documents if any become available.

Confidential Treatment Requested by Assisted Living Concepts, LLC

H. Employee List. On November 15, 2013, we produced to the Staff a list of employees (the "Employee List"). You asked for the name of the person or entity that drafted the list and for a description of the underlying documents used to create the list. We understand that Milbank created this list by requesting information from ALC's Director of Information Technology, Tim Bates. Mr. Bates, in turn, worked with various ALC staff members to gather the information requested by Milbank.

You also asked whether an ALC employee could authenticate the chart for use by the SEC at trial. We believe that Milbank is in the best position to authenticate its own work product but we welcome a discussion with you about this request. For information about the specific individual at Milbank that created this list, we suggest you contact Daniel Perry at Milbank.

I. Expense Analysis. On November 15, 2013, we produced to the Staff an analysis of expense reports ("Expense Analysis Chart"). You asked for the name of the person or entity that drafted this analysis and for a description of the underlying documents used to create them. We understand that Milbank created this analysis. For information about the specific individual at Milbank that created this analysis, we suggest you contact Daniel Perry at Milbank. We produced to the Staff copies of the underlying travel and expense records, as well as job descriptions of various ALC positions, on February 28, 2014. ALC_SEC00060310 - ALC_SEC00065267.

You further asked whether ALC could provide an affidavit attesting to the authenticity of the travel and expense records produced to the Staff. ALC will provide an affidavit stating that these records were kept in the ordinary course of ALC's business activity. Given recent employee turnover at ALC, we are working to identify an appropriate affiant.

J. Engagement Letters. You asked for copies of engagement letters between Milbank and ALC, its Board of Directors or its Audit Committee. We produced these materials to you on March 5, 2014. ALC_SEC00065382 - ALC_SEC00065395.

K. Milbank's Representation. You asked about ALC's belief as to the scope of Milbank's representation of ALC, its Board of Directors or its Audit Committee. ALC, as it exists today, has no position on the scope of such representation, beyond what Milbank has already stated.

L. Ms. Bebo's Laptop. You asked whether ALC has any information about Michael Hirschfeld's statement in an OSHA filing that indicated Ms. Bebo may have deleted information from her laptop between May 2, 2012 and May 8, 2012. We believe that Mr. Hirschfeld is in the best position to explain the basis for his statement.

Confidential Treatment Requested by Assisted Living Concepts, LLC

You further asked whether ALC could find out what material, if any, had been deleted from Ms. Bebo's laptop between May 2 - 8, 2012. At our direction, FTI forensically analyzed the image of Ms. Bebo's laptop, taken on May 8, 2012, for any evidence that files had been deleted during the relevant time period. FTI found evidence indicating that system and/or temporary internet files had been deleted during the relevant time period. FTI did not, however, identify any evidence indicating that any business files (including, but not limited to, Word, PowerPoint, Excel, PDF files) had been deleted during the relevant time period.

M. Shareholder and Derivative Action Deposition Transcripts and Exhibits. You asked ALC to produce copies of all transcripts of testimony (including, but not limited to, deposition and trial testimony) relating to the stockholder derivative action filed in the Circuit Court, Milwaukee County, for the State of Wisconsin captioned George Passaro v. Laurie A. Bebo, et al., 12-CV-010106 or the five stockholder actions filed in the Eight Judicial District court of the State of Nevada and for Clark County and consolidated under the caption In re Assisted Living Concepts, Inc. Shareholder Litigation, Case No. A-12-6754054-C (consolidated with Case Nos. A-13-677683-C, A-13-677797-C, A-13-677838-C, and A-13-677902-C) (the "Nevada Actions"). According to Milbank, no deposition or trial testimony occurred in these actions.

N. Request Related to ALC SEC00012602. You asked for an original copy of the first email, and attachments thereto, in an email chain previously produced by ALC. ALC_SEC00012602. As discussed in Section II.A of this letter, ALC's production of certain documents to the Staff is dependent upon its former directors waiving any attorney-client privilege that may have existed between Milbank and the Board or between Milbank and any former directors individually. Per our discussion, we understand that you will contact the appropriate Directors' counsel to discuss this issue.

O. Notes of Board and Audit Committee Meetings. You asked for certain categories of handwritten notes, including handwritten notes from the Board of Director and Audit Committee meetings prior to November 2010 and between May 2012 and May 2013. We have thus far identified four sets of such handwritten notes from the relevant time period, all of which were previously produced to you the week of January 13, 2014. ALC_SEC00002597 - ALC_SEC00002604; ALC_SEC00002607 - ALC_SEC00002611; ALC_SEC00005242 - ALC_SEC00005244; ALC_SEC00005251 - ALC_SEC00005254. We will produce any additional responsive handwritten notes on a rolling basis as we identify them.

Confidential Treatment Requested by Assisted Living Concepts, LLC

March 27, 2014

P. Requests Related to ALC SEC00055819 - ALC SEC00055820. You requested a copy of a document with the file name "ALC new letter.docx" that was attached to the bottom email in the email chain found at ALC_SEC00055820. We do not have a copy of the requested document. For your reference, ALC previously produced another document titled "ALC new letter.docx." ALC00150684.

You also requested a copy of a document that was attached to the top email in the email chain found at ALC_SEC00055819. We continue to work on this request.

Q. Peachtree Estates Marketing Director. You asked about the identity of the Sales and Marketing Director for Peachtree Estates from January 2009 through July 2010. We informed you on March 13, 2014 that the Marketing Director from January 23, 2009 to July 16, 2010 was William Hudson.

In addition, you asked for Mr. Hudson's last known address and his social security number. We believe his last known address was 159 J D Dr, Chickamauga, GA, 30707.

You further asked whether ALC is going to retain counsel to represent him if the SEC wishes to speak with Mr. Hudson. ALC is considering this request.

R. Laurie Bebo's Expense Reports. You asked for copies of Laurie Bebo's expense reports from Q4 2008 through Q1 2012. We are in the process of gathering these documents and will provide them to you promptly.

S. Contact Information. You asked for the home addresses of David Hennigar, Mel Rhineland, Alan Bell and Malen Ng. This question should be directed to respective counsel for each of these individuals.

T. Request related to ALC 000158650 - ALC 000158651. You asked for an un-redacted copy of ALC_000158650 - ALC_000158651. On March 26, we informed you that the un-redacted copy could be found at ALC_SEC00044899 - ALC_SEC00044900.

U. Request related to ALC 000146301. You asked for an un-redacted copy of ALC_000146301. The un-redacted copy can be found at ALC_SEC00040354.

III. Requests from Laurie Bebo's Counsel

As you requested, below is a brief summary of all document requests by Mark Cameli, counsel to Laurie Bebo.

Confidential Treatment Requested by Assisted Living Concepts, LLC

March 27, 2014

A. Documents Produced to SEC. As previously described, from January 16 - 20, 2014, we provided Mr. Cameli with copies of certain documents relating to Ms. Bebo that had been previously produced to the Staff by Milbank in connection with the above-referenced matter. Specifically, the documents produced to the SEC included (a) Ms. Bebo's emails, (b) documents collected from Ms. Bebo's laptop, and (c) documents collected from Ms. Bebo's individual network share at ALC.

B. Ms. Bebo's Notebooks. As previously described, on January 29, 2014 and February 14, 2014, we provided Mr. Cameli with copies of Ms. Bebo's notebooks that ALC produced to the Staff. In addition, we made the corresponding original notebooks available to Mr. Cameli at a meeting on December 11, 2013 and to Ms. Bebo and Mr. Cameli at meetings on January 27, January 31 and February 17, 2014.

C. Notes from the Arbitration Proceeding. As previously described, Mr. Cameli asked us for approximately 400-500 pages of notes that were used and/or provided in the arbitration proceeding captioned In the Matter of Arbitration Between Laurie Bebo, Claimant, and Assisted Living Concepts, Inc., Respondent, AAA No.: 51 166 00857 12. Mr. Goel informed Mr. Cameli that we do not possess these documents.

D. Ventas Production. As previously described, Mr. Cameli asked us for a copy of a production by Ventas Realty LP ("Ventas") in the case filed in the United States District Court for the Eastern District of Wisconsin captioned Robert E. Lifson, Individually and on Behalf of All Other Similarly Situated v. Assisted Living Concepts, Inc. and Laurie Bebo, Case No. 2:12-cv-00884. Mr. Goel informed Mr. Cameli that we do not possess these documents.

E. Computer Image. As previously described, Mr. Cameli asked us for a copy of Ms. Bebo's laptop hard drive that was preserved by ALC. Mr. Goel declined to grant this request. As noted in Section IIIA, all documents from Ms. Bebo's laptop that have been produced to the Staff have also been provided to Mr. Cameli.

F. Phone Records. As previously described, Mr. Cameli asked us for a copy of Ms. Bebo's phone records. Mr. Goel declined to grant this request.

G. Index of Hard Copy Records. Mr. Cameli asked us for a copy of ALC's index of hard copy records collected in connection with the SEC investigation. ALC is considering this request.

H. Laurie Bebo's Board Materials. Mr. Cameli asked us for copies of Board materials that Ms. Bebo received while still employed by ALC. ALC is gathering these materials and will provide them to Mr. Cameli when complete.

Confidential Treatment Requested by Assisted Living Concepts, LLC

March 27, 2014

I. Disclosure Committee Minutes. Mr. Cameli asked us for copies of disclosure committee minutes from 2009-2012. ALC is considering this request.

J. Eric Fonstad's Notes. Mr. Cameli asked us for copies of Mr. Fonstad's handwritten notes. ALC is considering this request.

K. Employee List and Expense Analysis. Mr. Cameli asked us for copies of the Employee List and Expense Analysis Chart that ALC produced to the SEC on November 15, 2013. ALC is considering this request.

L. Expense Reports. Mr. Cameli asked us for copies of Laurie Bebo's and John Buono's Expense Reports. We will provide Mr. Cameli with copies of Ms. Bebo's expense reports.

IV. Waiver of Attorney-Client Privilege

Another item you requested was a revised waiver of ALC's attorney-client privilege. As previously described, we provided the Privilege Waiver Letter to the Staff on February 4, 2014, in which ALC waived its attorney-client privilege regarding certain topics.

V. Advice of Counsel Defense

You also asked whether the ALC's former directors or management intend to assert advice of counsel as a defense when asked about disclosures in ALC's 2012 Form 10-Q and Form 10-K filings regarding: (1) the internal investigation; (2) whether ALC had a material weakness or significant deficiency in internal controls in light of the employee leasing arrangement; or (3) whether ALC needed to restate prior financials in light of the employee leasing arrangement. This question should be directed to respective counsel for ALC's former directors or management.

VI. Representation of Certain ALC Personnel

You asked whether Ropes & Gray LLP would represent Eric Fonstad or Mary Zak-Kowalczyk. James W. Ducayet, from Sidley Austin LLP, has previously represented Ms. Zak-Kowalczyk in this matter and will continue to do so. John F. Hartmann, from Kirkland & Ellis LLP, will represent Mr. Fonstad in this matter.

You also asked whether Kathy Bucholtz is being represented, and if so, by whom. Pravin Rao, from Perkins Coie LLP, will represent Ms. Bucholtz in this matter.

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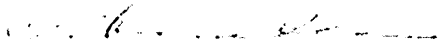
March 27, 2014

We appreciate the opportunity to assist the Staff in its investigation and look forward to continuing to work with you in a collaborative fashion.

* * * * *

Please be advised that this letter and the enclosed materials contain confidential, commercial, financial, or personal information, the disclosure of which would cause significant harm, economic or otherwise, to ALC and its affiliates and employees. Pursuant to Rule 83 of the Commission's Rule on Information and Requests, 17 C.F.R. § 200.83, we hereby request on behalf of ALC that this letter and the enclosed materials, and the contents of this letter and the enclosed materials, be accorded confidential treatment and not be disclosed in response to any request under the Freedom of Information Act, 5 U.S.C. § 552. In order to ensure confidentiality of the enclosed materials, they have been clearly marked "Confidential Treatment Requested by Assisted Living Concepts, LLC." If this letter, the enclosed documents, or any of the contents of this letter or enclosed documents is the subject of a Freedom of Information Act request, please inform me and I will provide further substantiation of this request for confidential treatment. Finally, we request that these documents, as well as any copies made thereof, be returned to us, as counsel for ALC, upon conclusion of the Commission's examination.

Best regards,



Asheesh Goel

cc: FOIA Office
100 F Street NE, Mail Stop 2736
Washington, DC 20549

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