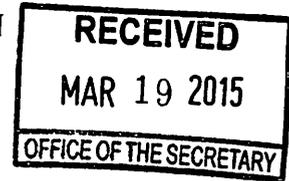


**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-16293**



**In the Matter of**

**LAURIE BEBO, and**  
**JOHN BUONO, CPA**

**Respondents.**

**RESPONDENT LAURIE BEBO'S**  
**AMENDED WITNESS LIST**

Respondent Laurie Bebo discloses the following list of lay and expert witnesses that she may call to testify in this matter:

Lay Witnesses

1. Laurie A. Bebo (former Assisted Living Concepts, Inc. ("ALC" or the "Company") Chief Executive Officer)

Ms. Bebo expects to testify about her professional background; her role as ALC's Chief Executive Officer and member of the Board of Directors; ALC Board and Committee meetings; materials submitted and presentations made to ALC's Board and Committees thereof; her communications with Mr. Buono, ALC's staff, members of management, the Board of Directors, and ALC's attorneys and auditors; ALC's relationship, communications, and interactions with Ventas; facts related to ALC's lease of the Ventas facilities; facts related to the sale of ALC; facts related to ALC's quarterly, annual, and other filings with the Securities and Exchange Commission ("SEC"); her understanding of the Ventas lease covenants, and ALC's compliance therewith; facts related to the Ventas lawsuit; her compensation and current financial condition; and her knowledge of facts related to her Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

2. John Buono (former ALC Chief Financial Officer)

Ms. Bebo expects that Mr. Buono will testify about his professional background; his role as ALC's Chief Financial Officer; ALC Board and Committee meetings; materials submitted and presentations made to ALC's Board and Committees thereof; his communications with ALC's staff, Ms. Bebo, members of management, the Board of Directors, and ALC's attorneys and auditors; ALC's relationship, communications, and interactions with Ventas; facts related to ALC's lease of the Ventas facilities; facts related to the sale of ALC; facts related to ALC's quarterly, annual, and other filings with the SEC; his understanding of the Ventas lease covenants, and ALC's compliance therewith; statements he made to Milbank Tweed Hadley &

McCloy LLP ("Milbank") during the course of the Company's internal investigation related to the same (the "Internal Investigation"); communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

3. Alan Bell (former ALC Board member)

If he attends the hearing, Ms. Bebo expects that Mr. Bell will testify about his professional background; his role as a member of ALC's Board of Directors and any Board Committee; ALC Board and Committee meetings; materials submitted and presentations made to ALC's Board and Committees thereof; his communications with Ms. Bebo, Mr. Buono, ALC's staff, members of management and/or the Board of Directors, and ALC's attorneys and/or auditors; facts related to ALC's lease of the Ventas facilities; facts related to the sale of ALC; facts related to ALC's quarterly, annual, and other filings with the SEC; his understanding of the Ventas lease covenants, and ALC's compliance therewith; the Internal Investigation and conclusions reached; statements he made to Milbank during the course of the Internal Investigation; communications with the Division regarding its investigation; Ms. Bebo's compensation; the disposition of Ms. Bebo's notes and files; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

If Mr. Bell does not attend the hearing, Ms. Bebo will object to the admission of his deposition transcript. Mr. Bell's deposition was taken one-sidedly by the SEC, during its investigation, without giving Ms. Bebo or her counsel notice or an opportunity to question the witness.

4. Derek Buntain (former ALC Board member)

If he attends the hearing, Ms. Bebo expects that Mr. Buntain will testify about his professional background; his role as a member of ALC's Board of Directors and any Board Committee; ALC Board and Committee meetings; materials submitted and presentations made to ALC's Board and Committees thereof; his communications with Ms. Bebo, Mr. Buono, members of management and/or the Board of Directors, and ALC's attorneys and/or auditors; facts related to ALC's lease of the Ventas facilities; facts related to the sale of ALC; his understanding of the Ventas lease covenants and ALC's compliance therewith; the Internal Investigation and conclusions reached; statements he made to Milbank during the course of the Internal Investigation; communications with the Division regarding its investigation; Ms. Bebo's compensation; the disposition of Ms. Bebo's notes and files; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

If Mr. Buntain does not attend the hearing, Ms. Bebo will object to the admission of his deposition transcript. Mr. Buntain's deposition was taken one-sidedly by the SEC, during its investigation, without giving Ms. Bebo or her counsel notice or an opportunity to question the witness.

5. David J. Hennigar (former ALC Board member)

If he attends the hearing, Ms. Bebo expects that Mr. Hennigar will testify about his professional background; his role as chairman of ALC's Board of Directors; ALC Board and Committee meetings; materials submitted and presentations made to ALC's Board and Committees thereof; his communications with Ms. Bebo, Mr. Buono, ALC's staff, members of management and/or the Board of Directors, and ALC's attorneys and/or auditors; facts related to ALC's lease of the Ventas facilities; facts related to the sale of ALC; facts related to ALC's quarterly, annual, and other filings with the SEC; his understanding of the Ventas lease covenants, and ALC's compliance therewith; the Board's Internal Investigation; statements he made to Milbank during the course of the Internal Investigation; communications with the Division regarding its investigation; Ms. Bebo's compensation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

If Mr. Hennigar does not attend the hearing, Ms. Bebo will object to the admission of this deposition transcript. Mr. Hennigar's deposition was taken one-sidedly by the SEC, during its investigation, without giving Ms. Bebo or her counsel notice or an opportunity to question the witness.

6. Malen Ng (former ALC Board member)

Ms. Bebo expects that Ms. Ng will testify about her professional background; her role and knowledge as a member of ALC's Board of Directors and chair of ALC's Audit Committee; ALC Board and Committee meetings; materials submitted and presentations made to ALC's Board and Committees thereof; her communications with Ms. Bebo, Mr. Buono, ALC's staff, members of management and/or the Board of Directors, and ALC's attorneys and/or auditors; facts related to ALC's lease of the Ventas facilities; facts related to the sale of ALC; facts related to ALC's quarterly, annual, and other filings with the SEC; her understanding of the Ventas lease covenants, and ALC's compliance therewith; the Internal Investigation and conclusions reached; statements she made to Milbank during the course of the Internal Investigation; communications with the Division regarding its investigation; Ms. Bebo's compensation; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

If Ms. Ng does not attend the hearing, Ms. Bebo will object to the admission of her deposition transcript. Ms. Ng's deposition was taken one-sidedly by the SEC, during its investigation, without giving Ms. Bebo or her counsel notice or an opportunity to question the witness.

7. Melvin Rhineland (former ALC Board member)

If he attends the hearing, Ms. Bebo expects that Mr. Rhineland will testify about his professional background; his role as vice chairman of ALC's Board of Directors; ALC Board and Committee meetings; materials submitted and presentations made to ALC's Board and Committees thereof; his communications with Ms. Bebo, Mr. Buono, ALC's staff, members of management and/or the Board of Directors, and ALC's attorneys and/or auditors; facts related to

the sale of ALC; facts related to ALC's lease of the Ventas facilities; facts related to ALC's quarterly, annual, and other filings with the SEC; his understanding of the Ventas lease covenants, and ALC's compliance therewith; the Internal Investigation and conclusions reached; statements he made to Milbank during the course of the Internal Investigation; communications with the Division regarding its investigation; Ms. Bebo's compensation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

If Mr. Rhinelander does not attend the hearing, Ms. Bebo will object to the admission of this deposition transcript. Mr. Rhinelander's deposition was taken one-sidedly by the SEC, during its investigation, without giving Ms. Bebo or her counsel notice or an opportunity to question the witness.

8. Chip Roadman (former ALC executive and Board member)

Ms. Bebo expects that Dr. Roadman will testify about his professional background; his roles as ALC's interim CEO and a member of ALC's Board of Directors and any Board Committee; ALC Board and Committee meetings; materials submitted and presentations made to ALC's Board and Committees thereof; his communications with Ms. Bebo, Mr. Buono, ALC's staff, members of management and/or the Board of Directors, and ALC's attorneys and/or auditors; facts related to ALC's lease of the Ventas facilities; facts related to the sale of ALC; facts related to ALC's quarterly, annual, and other filings with the SEC; his understanding of the Ventas lease covenants and ALC's compliance therewith; the Internal Investigation and conclusions reached; communications with the Division regarding its investigation; Ms. Bebo's compensation; the disposition of Ms. Bebo's notes and files; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

9. Kathy Bucholtz (former ALC employee)

Ms. Bebo expects that Ms. Bucholtz will testify about her professional background, including her role as ALC's vice president of sales and marketing; her communications with Ms. Bebo, Mr. Buono, ALC's staff, and other members of management and/or the Board of Directors; her understanding of certain employees' and family members' attendance at or reasons to visit the Ventas facilities; her understanding of the Ventas lease covenants, and ALC's compliance therewith; communications with the Division regarding its investigation; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

10. Jason Dengel (former ALC employee)

Ms. Bebo expects that Mr. Dengel will testify about his professional background; his working relationship with Ms. Bebo while he was an employee at ALC; and his observation of relevant interactions between Mr. Buono and Ms. Bebo.

11. Anthony Ferreri (former ALC employee)

Ms. Bebo expects that Mr. Ferreri will testify about his professional background; his role at ALC; his communications with Ms. Bebo, Mr. Buono, ALC's staff, other members of management, and ALC's auditors; ALC's disclosure process; consideration of Ventas lease compliance in the disclosure process and by the disclosure committee; his understanding of the Ventas lease covenants, and ALC's compliance therewith, including ALC's accounting related to the Ventas lease; statements he made to Milbank during the Internal Investigation; communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

12. Eric Fonstad (former ALC general counsel)

Ms. Bebo expects that Mr. Fonstad will testify about his professional background; his role as ALC's general counsel; his role as Chairman of the Disclosure Committee; ALC Board and Committee meetings; materials submitted and presentations made to ALC's Board and Committee's thereof; his communications with Ms. Bebo, Mr. Buono, and members of management and/or the Board of Directors, and ALC's attorneys and/or auditors; legal advice given to ALC; ALC's relationship, communications, and interactions with Ventas; facts related to ALC's lease of the Ventas facilities; ALC's disclosure process; consideration of Ventas lease compliance in the disclosure process and by the disclosure committee; his understanding of the Ventas lease covenants, and ALC's compliance therewith; statements he made to Milbank during the course of the Internal Investigation; communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

13. Robin Herbner (former ALC employee)

Ms. Bebo expects that Ms. Herbner will testify about her professional background; her role as ALC's field accounting manager; her communications with Ms. Bebo, Mr. Buono, ALC's staff, other members of management and/or ALC's Board of Directors, and ALC's attorneys and/or auditors; ALC's relationship, communications, and interactions with Ventas; her understanding of the Ventas lease covenants, and ALC's compliance therewith, including ALC's accounting related to the Ventas lease; statements she made to Milbank during the course of the Internal Investigation; communications with the Division regarding its investigation; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

14. David Hokeness (former ALC employee)

Ms. Bebo expects that Mr. Hokeness will testify about his professional background; his role as ALC's internal auditor; his communications with Ms. Bebo, Mr. Buono, ALC's staff, other members of management and/or ALC's Board of Directors, and ALC's attorneys and/or auditors; ALC's relationship, communications, and interactions with Ventas; ALC's disclosure process; consideration of Ventas lease compliance in the disclosure process and by the disclosure committee; his understanding of the Ventas lease covenants, and ALC's compliance therewith

including ALC's accounting related to the Ventas lease; the Ventas lawsuit; the disposition of Ms. Bebo's notes and files; communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

15. Jared B. Houck (former ALC employee)

Ms. Bebo expects that Mr. Houck will testify about his professional background; his roles as ALC's regional director of operations, division vice president, and senior vice president; his communications with Ms. Bebo and other members of management and/or ALC's Board of Directors; his understanding of certain employees' attendance at or reasons to visit the Ventas facilities; statements he made to Milbank during the course of the Internal Investigation; communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

16. Walter Levonowich (former ALC employee)

Ms. Bebo expects that Mr. Levonowich will testify about his professional background; his role as ALC's VP Controller; his communications with Ms. Bebo, Mr. Buono, ALC's staff, other members of management and/or ALC's Board of Directors, and ALC's attorneys and/or auditors; facts related to ALC's quarterly, annual, and other filings with the SEC; ALC's disclosure process; consideration of Ventas lease compliance in the disclosure process and by the disclosure committee; his understanding of the Ventas lease covenants, and ALC's compliance therewith, including ALC's accounting related to the Ventas lease; facts related to the Ventas lawsuit; facts related to the Internal Investigation; statements he made to Milbank during the course of the Internal Investigation; communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

17. John Lucey (former ALC employee)

Ms. Bebo expects that Mr. Lucey will testify about his professional background; his role as ALC's Director of Financial Reporting; his communications with Ms. Bebo, Mr. Buono, ALC's staff, other members of management, and ALC's attorneys and/or auditors; ALC Board and Committee meetings; facts related to ALC's quarterly, annual, and other filings with the SEC; ALC's disclosure process; consideration of Ventas lease compliance in the disclosure process and by the disclosure committee; his understanding of the Ventas lease covenants, and ALC's compliance therewith, including ALC's accounting related to the Ventas lease; facts related to the Ventas lawsuit; statements he made to Milbank during the course of the Internal Investigation; communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

18. Mary Zak-Kowalczyk (former ALC employee, ALC in-house counsel)

Ms. Bebo expects that Ms. Zak-Kowalczyk will testify about her professional background; her role as ALC's VP Legal and Secretary; ALC Board and Committee meetings;

materials submitted and presentations made to ALC's Board and Committees thereof; her communications with Ms. Bebo, Mr. Buono, ALC's staff, members of management and/or the Board of Directors, and ALC's attorneys and/or auditors; facts related to the Ventas lawsuit; ALC's relationship, communications, and interactions with Ventas; her understanding of the Ventas lease covenants, and ALC's compliance therewith; her understanding of certain employees' attendance at or reasons to visit the Ventas facilities; statements she made to Milbank during the course of the Internal Investigation; communications with the Division regarding its investigation; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

19. Joy Zaffke (former ALC employee)

Ms. Bebo expects that Ms. Zaffke will testify about her professional background; her different roles at ALC, including as an assistant to Ms. Bebo and in recruiting; facts related to and knowledge gained through her work in those roles; her observations of, interactions with and/or communications with Ms. Bebo, ALC's staff, members of management and/or ALC's Board of Directors, and ALC's attorneys and/or auditors; her knowledge of Ms. Bebo's note-taking and filing practices; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

20. Bruce Davidson (former attorney at Quarles & Brady LLP and counsel to ALC)

Ms. Bebo expects that Mr. Davidson will testify about his professional background; his role as a partner at Quarles & Brady; his communications with Ms. Bebo, Mr. Buono, members of ALC's management and/or the Board of Directors; legal advice given to ALC; facts related to ALC's quarterly, annual, and other filings with the SEC; ALC's relationship, communications, and interactions with Ventas; his understanding of the Ventas lease covenants, and ALC's compliance therewith; facts related to the Ventas lawsuit; communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

21. Matthew Flynn (attorney at Quarles & Brady LLP, former counsel to ALC)

Ms. Bebo expects that Mr. Flynn will testify about his professional background; his role as a partner at Quarles & Brady; his communications with Ms. Bebo, Mr. Buono, members of ALC's management and/or the Board of Directors; legal advice given to ALC; facts related to ALC's quarterly, annual, and other filings with the SEC; ALC's relationship, communications, and interactions with Ventas; his understanding of the Ventas lease covenants, and ALC's compliance therewith; facts related to the Ventas lawsuit; communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

22. Ryan Morrison (attorney at Quarles & Brady LLP, former counsel to ALC)

Ms. Bebo expects that Mr. Morrison will testify about his professional background; his role as a partner at Quarles & Brady; his communications with Ms. Bebo, Mr. Buono, members of ALC's management and/or the Board of Directors; legal advice given to ALC; facts related to ALC's quarterly, annual, and other filings with the SEC; ALC's relationship, communications,

and interactions with Ventas; his understanding of the Ventas lease covenants, and ALC's compliance therewith; communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

23. Tom Arena (attorney at Milbank, Tweed, Hadley & McCloy LLP, former counsel to ALC)

Ms. Bebo expects that Mr. Arena will testify about his professional background; his role as a partner at Milbank; his communications with ALC's Board of Directors regarding the Internal Investigation; his interviews of ALC officers, employees, members of the Board of Directors, and others related to the Internal Investigation; the Internal Investigation process; the conclusions Milbank reached at the end of the Internal Investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

24. Michael Hirschfeld (attorney at Milbank, Tweed, Hadley & McCloy LLP, former counsel to ALC)

Ms. Bebo expects that Mr. Hirschfeld will testify about his professional background; his role as a partner at Milbank; his communications with ALC's Board of Directors regarding the Internal Investigation; his interviews of ALC officers, employees, members of the Board of Directors, and others related to the Internal Investigation; the Internal Investigation process; the conclusions Milbank reached at the end of the Internal Investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

25. Amy Henselin (accountant at Grant Thornton LLP)

Ms. Bebo expects that Ms. Henselin will testify about her professional background; her role at Grant Thornton; Grant Thornton's audits and reviews of ALC's financial statements; Grant Thornton's communications with Mr. Buono, other members of management and/or ALC's staff; her understanding of the Ventas lease covenants, and ALC's compliance therewith; communications with Milbank regarding the Internal Investigation; communications with the Division regarding its investigation; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

26. Melissa Koepfel (accountant at Grant Thornton LLP, former auditor for ALC)

Ms. Bebo expects that Ms. Koepfel will testify about her professional background; her role as a partner at Grant Thornton; Grant Thornton's audits and reviews of ALC's financial statements; Grant Thornton's communications with Ms. Bebo, Mr. Buono, ALC's staff, members of management and/or the Board of Directors; her understanding of the Ventas lease covenants, and ALC's compliance therewith; communications with the Division regarding its investigation; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

27. Jeffrey Robinson (accountant at Grant Thornton LLP, former auditor for ALC)

Ms. Bebo expects that Mr. Robinson will testify about his professional background; his role as a partner at Grant Thornton; Grant Thornton's audits and reviews of ALC's financial statements; Grant Thornton's communications with Ms. Bebo, Mr. Buono, ALC's staff, members of management and/or the Board of Directors; his understanding of the Ventas lease covenants, and ALC's compliance therewith; communications with Milbank regarding the Internal Investigation; communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

28. James Trouba (accountant at Grant Thornton LLP, former auditor for ALC)

Ms. Bebo expects that Mr. Trouba will testify about his professional background; his role as a partner at Grant Thornton; Grant Thornton's audits and reviews of ALC's financial statements; his understanding of the Ventas lease covenants, and ALC's compliance therewith; communications with Milbank regarding the Internal Investigation; communications with the Division regarding its investigation; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

29. William Johnson (former Ventas, Inc. employee)

Ms. Bebo expects that Mr. Johnson will testify about his professional background; his role at Ventas, Inc.; Ventas' relationship, communications, and interactions with ALC; facts related to ALC's lease of the Ventas facilities; his knowledge of ALC's rental of units related to employees; his understanding of the lease covenants, and ALC's compliance therewith; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

30. Joseph Solari (former Ventas, Inc. employee)

Ms. Bebo expects that Mr. Solari will testify about his professional background; his role at Ventas, Inc.; Ventas' relationship, communications, and interactions with ALC; facts related to ALC's lease of the Ventas facilities; his communications with Ms. Bebo and Mr. Buono and lack of recollection regarding same; and his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

31. Roger Stetson (attorney at Barack Ferrazzano Kirschbaum & Nagelberg LLP, counsel to Ventas, Inc.)

Ms. Bebo expects that Mr. Stetson will testify about his professional background; his role as a partner at Barack Ferrazzano Kirschbaum & Nagelberg LLP and as an attorney for Ventas, Inc.; and his communications with Milbank regarding the Internal Investigation, including relevant statements made by Mr. Solari; statements made to him by Mr. Solari and subsequently relayed to Milbank attorneys.

32. Linda Abel (former ALC employee)

Ms. Bebo expects that Ms. Abel will testify about her professional background; her role at ALC; her communications with the SEC's attorneys; her declaration; her job duties and responsibilities, including any travel; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

33. William Bell (former ALC employee)

Ms. Bebo expects that Mr. Bell will testify about his professional background; his role at ALC; his communications with the SEC's attorneys; his declaration; his job duties and responsibilities, including any travel; his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

34. William Bowen (former independent contractor for ALC)

Ms. Bebo expects that Mr. Bowen will testify about his professional background; his role and responsibilities as an independent contractor for ALC; his communications with the SEC's attorneys; his declaration; his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

35. Amber Brake (former employee of ALC)

Ms. Bebo expects that Ms. Brake will testify about her professional background; her role at ALC; her communications with the SEC's attorneys; her declaration; her job duties and responsibilities, including any travel; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

36. Kristin Cherry (former employee of ALC)

Ms. Bebo expects that Ms. Cherry will testify about her professional background; her role at ALC; her communications with the SEC's attorneys; her declaration; her job duties and responsibilities, including any travel; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

37. Stacy Cromer (former employee of ALC)

Ms. Bebo expects that Ms. Cromer will testify about her professional background; her role at ALC; her communications with the SEC's attorneys; her declaration; her job duties and responsibilities, including any travel; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

38. Sara Hamm (former employee of ALC)

Ms. Bebo expects that Ms. Hamm will testify about her professional background; her role at ALC; her communications with the SEC's attorneys; her declaration; her job duties and responsibilities, including any travel; statements she made to Milbank during the course of the Internal Investigation; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

39. Michael Jacksic (former employee of ALC)

Ms. Bebo expects that Mr. Jacksic will testify about his professional background; his role at ALC; his communications with the SEC's attorneys; his declaration; his job duties and responsibilities, including any travel; his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

40. Shawn Lahr (former employee of ALC)

Ms. Bebo expects that Ms. Lahr will testify about her professional background; her role at ALC; her communications with the SEC's attorneys; her declaration; her job duties and responsibilities, including any travel; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

41. Joshua Lindsey (former employee of ALC)

Ms. Bebo expects that Mr. Lindsey will testify about his professional background; his role at ALC; his communications with the SEC's attorneys; his declaration; his job duties and responsibilities, including any travel; his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

42. Susan Martin (former employee of ALC)

Ms. Bebo expects that Ms. Martin will testify about her professional background; her role at ALC; her communications with the SEC's attorneys; her declaration; her job duties and responsibilities, including any travel; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

43. Rick Parker (former employee of ALC)

Ms. Bebo expects that Mr. Parker will testify about his professional background; his role at ALC; his communications with the SEC's attorneys; his declaration; his job duties and responsibilities, including any travel; his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

44. Michael Reed (former employee of ALC)

Ms. Bebo expects that Mr. Reed will testify about his professional background; his role at ALC; his communications with the SEC's attorneys; his declaration; his job duties and responsibilities, including any travel; his knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

45. Jennifer Schertz (former employee of ALC)

Ms. Bebo expects that Ms. Martin will testify about her professional background; her role at ALC; her communications with the SEC's attorneys; her declaration; her job duties and responsibilities, including any travel; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

46. Io Schug (former employee of ALC)

Ms. Bebo expects that Ms. Schug will testify about her professional background; her role at ALC; her communications with the SEC's attorneys; her declaration; her job duties and responsibilities, including any travel; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

47. Lynn Wolfgram (former employee of ALC)

Ms. Bebo expects that Ms. Wolfgram will testify about her professional background; her role at ALC; her communications with the SEC's attorneys; her declaration; her job duties and responsibilities, including any travel; and her knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

48. ALC/Enlivant Corporate Designee (with knowledge of occupancy data information for former CaraVita and other ALC properties)

Ms. Bebo expects that the ALC/Enlivant Corporate Designee will testify about occupancy data information for the former CaraVita and other ALC properties.

49. Tim Bates (current Enlivant employee)

Ms. Bebo expects that Mr. Bates will testify about his professional background; his role at ALC/Enlivant; the disposition of Ms. Bebo's notes and files; and any knowledge of facts related to Ms. Bebo's Answer and events and circumstances contradicting other "facts" alleged in the Order Instituting Proceedings.

50. Lynette Nichols-Newman (Securities and Exchange Commission ("SEC") paralegal)

Ms. Bebo expects that Ms. Nichols-Newman will testify about her professional background; her role as a Division paralegal; and statements made by John Buono or any other witness interviewed by the SEC in her presence.

51. Scott Tandy (or other SEC Designee)

Ms. Bebo expects that Mr. Tandy will testify about his professional background; his role as a Division attorney; his contact and/or communications with witnesses interviewed by the SEC and/or their attorneys; statements made by the witnesses interviewed by the SEC; the SEC's policies and procedures (if any) regarding the decision institute enforcement actions in either administrative proceedings or federal district court; the SEC's decision to choose to institute this enforcement action as an administrative proceeding instead of in district court.

52. Matthew Stippich (or other representative of DIFS, LLC, forensic computer analysts)

Ms. Bebo expects that Mr. Stippich will testify, if necessary, about his professional background; DIFS's processing of a hard drive supplied by ALC pursuant to subpoena; and the chain of custody related to the same.

53. Richard Neureuther (investigator)

Ms. Bebo expects that Mr. Neureuther will testify, if necessary, about his professional background; statements made by witnesses.

54. Gale Bebo (Ms. Bebo's mother and former assistant)

Ms. Bebo expects that Gale Bebo will testify about her professional background; her role as Ms. Bebo's assistant; her knowledge of Ms. Bebo's note-taking and filing practices; and travel to the Ventas facilities.

55. William K. Boren (litigation support specialist at Reinhart Boerner Van Deuren s.c.)

Ms. Bebo expects that Mr. Boren will testify, if necessary, about his professional background; his role as a litigation support specialist at Reinhart Boerner Van Deuren s.c. ("Reinhart") processing the electronic investigative file supplied by the SEC; and the chain of custody related to the hard drive supplied by ALC pursuant to subpoena.

56. Meghan M. Engsborg Cunningham (paralegal at Reinhart Boerner Van Deuren s.c.)

Ms. Bebo expects that Ms. Cunningham will testify, if necessary, about her professional background; her role as a paralegal for Reinhart, and statements made by Mr. Solari.

Expert Witnesses

1. David B.H. Martin, Esq.
2. David C. Smith, Ph.D.
3. John Durso, Esq.

Ms. Bebo reserves the right to call additional witnesses for the purposes of authentication, impeachment or rebuttal, including rebuttal experts as provided by the Prehearing Scheduling Order. Ms. Bebo further reserves the right to amend this list during the course of hearing preparation should it become necessary or advisable to add witnesses.

Dated this 18th day of March, 2015.

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

By:  \_\_\_\_\_

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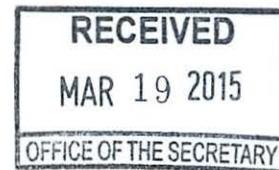
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March 18, 2015

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rstippich@reinhartlaw.com

DELIVERED BY COURIER

Brent J. Fields, Secretary  
Office of the Secretary  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549



Dear Mr. Fields:

Re: In the Matter of Laurie Bebo and John  
Buono, CPA  
AP File No. 3-16293

I enclose for filing in the above-referenced matter an original and three copies of Respondent Laurie Bebo's Amended Witness List and Certificate of Service.

Thank you for your assistance.

Yours very truly,

A handwritten signature in blue ink, appearing to read "R. Stippich".

Ryan S. Stippich

31643860RSS:amb

Encs.

cc The Honorable Cameron Elliot (w/encs.)  
Patrick S. Coffey, Esq. (w/encs.)  
Benjamin J. Hanauer, Esq. (w/encs.)  
Scott B. Tandy, Esq. (w/encs.)  
Daniel J. Hayes, Esq. (w/encs.)  
Timothy J. Stockwell, Esq. (w/encs.)  
Ms. Christina Zaroulis Milnor (w/encs. by e-mail only)