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ASSISTED LIVING CONCEPTS INC
Form SC 13D
July 13, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

ASSISTED LIVING CONCEPTS, INC.
(NAME OF ISSUER)

COMMON STOCK
(TITLE OF CLASS OF SECURITIES)

04543L-10-9
(CUSIP NUMBER)

Wendy L. Simpson
Chief Financial Officer
LTC Properties, Inc.
300 Esplanade Drive, Suite 1860
Oxnard, California 93030
(805) 981-8646

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

JULY 11, 2001
(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 subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. |X|

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP No. 04543L-10-9

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
LTC Properties, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS
WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Maryland

| | |
|--|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 7. SOLE VOTING POWER 1,304,251 shares |
| | 8. SHARED VOTING POWER -0- shares |
| | 9. SOLE DISPOSITIVE POWER 1,304,251 shares |
| | 10. SHARED DISPOSITIVE POWER -0- shares |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,304,251 shares

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.1%

14. TYPE OF REPORTING PERSON*
CO

SCHEDULE 13D

CUSIP No. 04543L-10-9

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
LTC Healthcare, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

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3. SEC USE ONLY

4. SOURCE OF FUNDS
WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Nevada

7. SOLE VOTING POWER
145,421 shares

8. SHARED VOTING POWER
-0- shares

9. SOLE DISPOSITIVE POWER
145,421 shares

10. SHARED DISPOSITIVE POWER
-0- shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
145,421 shares

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.8%

14. TYPE OF REPORTING PERSON*
CO

SCHEDULE 13D

CUSIP No. 04543L-10-9

1. NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Andre C. Dimitriadis

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. SOURCE OF FUNDS
PF

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7. SOLE VOTING POWER
34,921 shares

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| | |
|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 8. SHARED VOTING POWER -0- shares |
| | 9. SOLE DISPOSITIVE POWER 34,921 shares |
| | 10. SHARED DISPOSITIVE POWER -0- shares |
| ----- | |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 34,921 shares |
| ----- | |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] |
| ----- | |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.2% |
| ----- | |
| 14. | TYPE OF REPORTING PERSON* IN |
| ----- | |

SCHEDULE 13D

CUSIP No. 04543L-10-9

| | |
|-------|---|
| 1. | NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON James J. Pieczynski |
| ----- | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X] |
| ----- | |
| 3. | SEC USE ONLY |
| ----- | |
| 4. | SOURCE OF FUNDS PF |
| ----- | |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [] |
| ----- | |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION United States |
| ----- | |

| | |
|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 7. SOLE VOTING POWER 3,819 shares |
| | 8. SHARED VOTING POWER -0- shares |
| | 9. SOLE DISPOSITIVE POWER 3,819 shares |
| | 10. SHARED DISPOSITIVE POWER -0- shares |
| ----- | |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,819 shares |
| ----- | |

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

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) less than 0.1%

14. TYPE OF REPORTING PERSON* IN

SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER

This Statement on Schedule 13D relates to the common stock (the "Common Stock") of Assisted Living Concepts, Inc. (the "Issuer"). The address of the Issuer is 11835 N.E. Glenn Widing Drive, Building E, Portland, Oregon 97220.

ITEM 2. IDENTITY AND BACKGROUND

This Schedule 13D is being filed by the following (each a "Reporting Person" and, collectively, the "Reporting Persons"): LTC Properties, Inc., a Maryland corporation ("LTC Properties"), LTC Healthcare, Inc., a Nevada corporation ("LTC Healthcare"), Andre C. Dimitriadis, an individual, and James J. Pieczynski, an individual.

- (1) The address of LTC Properties' principal office is 300 Esplanade Drive, Suite 1860, Oxnard, California 93030. The names, business addresses and principal businesses of each of the directors and executive officers of LTC Properties are set forth on Schedule I hereto and incorporated by reference herein. The current principal business of LTC Properties, a self-administered real estate investment trust, is investing primarily in long-term care and other health care related facilities.
- (2) The address of LTC Healthcare's principal office is 300 Esplanade Drive, Suite 1860, Oxnard, California 93030. The names, business addresses and principal businesses of each of the directors and executive officers of LTC Healthcare are set forth on Schedule II hereto and incorporated by reference herein. The current principal business of LTC Healthcare is investing in and operating primarily long-term care and other health care related facilities.
- (3) Mr. Dimitriadis is an executive officer and director of LTC Properties and LTC Healthcare. His business address is 300 Esplanade Drive, Suite 1860, Oxnard, California 93030. Mr. Dimitriadis is a citizen of the United States.
- (4) Mr. Pieczynski is an executive officer and director of LTC Properties and LTC Healthcare. His business address is 300 Esplanade Drive, Suite 1860, Oxnard, California 93030. Mr. Pieczynski is a citizen of the United States.

During the last five years, none of the Reporting Persons, and to the best knowledge of the Reporting Persons, none of the directors and executive officers of either LTC Properties or LTC Healthcare, have been convicted in any criminal proceeding (excluding traffic violations and similar misdemeanors) or has been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or

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mandating activities subject to, federal or state

securities laws or finding any violation with respect to such laws. To the best knowledge of the Reporting Persons, each of the directors and executive officers of LTC Properties and LTC Healthcare is a citizen of the United States.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On July 11, 2001, LTC Properties acquired in open market transactions (i) \$6,875,000 face principal amount of the Issuer's 6% Convertible Subordinated Debentures Due November 2002 (the "6% Debentures") for an aggregate purchase price of \$1,787,500, and (ii) \$3,833,000 face principal amount of the Issuer's 5-5/8% Convertible Subordinated Debentures Due May 2003 (the "5-5/8% Debentures") for an aggregate purchase price of \$996,580. The source of funds for these purchases was working capital of LTC Properties.

ITEM 4. PURPOSE OF TRANSACTION

The Reporting Persons are members of a committee (the "Committee") of holders of the 6% Debentures and 5-5/8% Debentures, formed at the request of the Issuer to discuss proposals to refinance or restructure the Issuer's debentures. The other members of the committee are National Health Investors, Inc., Cerberus Capital Management, L.P., Deep Haven Capital Management, JMG Capital Partners, L.P., JMG Capital Management, Inc., and Triton Capital Investments, Ltd.

The Committee intends to submit a recapitalization plan to the Issuer whereby the holders of the 6% Debentures and 5-5/8% Debentures would receive a combination of senior and subordinate secured debt instruments of the Issuer and a controlling interest in the common equity of the Issuer, as well as the contractual right to control the Issuer's board of directors.

Each Reporting Person intends to review its investment in the Issuer and its participation in the plans and proposals of the Committee from time to time in order to evaluate such Reporting Person's plans and arrangements with respect to the acquisition or disposition of any securities of the Issuer or other plans or proposals which would materially alter the corporate structure or business of the Issuer or rights of security holders of the Issuer.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The number of shares of Common Stock beneficially owned by the respective Reporting Persons are as follows:

- (1) LTC Properties beneficially owns 1,304,251 shares of Common Stock, representing 7.1% of the outstanding Common Stock, consisting of 997,652 shares that may be acquired on conversion of \$22,520,000 face principal amount of 6% Debentures and 306,599 shares that may be acquired on conversion of \$8,028,000 face principal amount of 5-5/8% Debentures. On July 11, 2001, LTC Properties acquired in open market transactions (i) \$6,875,000 face principal amount of 6% Debentures for an aggregate purchase price of \$1,787,500, and (ii) \$3,833,000 face principal amount of 5-5/8% Debentures for an aggregate purchase price of \$996,580. The 6% Debentures and 5-5/8% Debentures purchased in these July 11, 2001, transactions are convertible into 304,608 and 146,409 shares of Common Stock, respectively.

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- (2) LTC Healthcare beneficially owns 145,421 shares of Common Stock, representing 0.8%

of the outstanding Common Stock, of which 114,574 shares are shares that may be acquired on conversion of \$3,000,000 face principal amount of 5-5/8% Debentures.

- (3) Mr. Dimitriadis beneficially owns 34,921 shares of Common Stock, representing 0.2% of the outstanding Common Stock, of which 6,645 shares are shares that may be acquired on conversion of \$150,000 face principal amount of 6% Debentures and 15,276 shares are shares that may be acquired on conversion of \$400,000 face principal amount of 5-5/8% Debentures.

- (4) Mr. Pieczynski beneficially owns 3,819 shares of Common Stock, representing less than 0.1% of the outstanding Common Stock, consisting of shares that may be acquired on conversion of \$100,000 face principal amount of 5-5/8% Debentures.

The number of shares beneficially owned by the Reporting Persons and the percentage of outstanding shares represented thereby, have been computed in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The ownership of the Reporting Persons is based on 17,120,745 outstanding shares of Common Stock of the Issuer as of May 14, 2001, as reported in the Quarterly Report on Form 10-Q filed by the Issuer on May 15, 2001.

Each Reporting Person has the sole power to vote and dispose of the securities beneficially owned by it or him.

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

The Reporting Persons are members of the Committee of debenture holders who are presently cooperating to consider and submit a recapitalization plan with respect to the Issuer, as described in Item 4.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

| EXHIBIT NO. | DESCRIPTION |
|-------------|------------------------|
| 1 | Joint Filing Agreement |

SIGNATURES

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: July 13, 2001

LTC PROPERTIES, INC.,

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a Maryland corporation

/s/ Wendy L. Simpson

 Vice Chairman and Chief
 Financial Officer

Date: July 13, 2001

LTC HEALTHCARE, INC.,
 a Nevada corporation

/s/ Wendy L. Simpson

 Executive Vice President and
 Chief Financial Officer

Date: July 13, 2001

/s/ Andre C. Dimitriadis

 ANDRE C. DIMITRIADIS

Date: July 13, 2001

/s/ James J. Pieczynski

 JAMES J. PIECZYNSKI

SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS
 OF LTC PROPERTIES

| Name and Business Address ----- | Position with LTC Properties ----- | Present Princ ----- |
|--|--|--------------------------------|
| Andre C. Dimitriadis 300 Esplanade Drive Suite 1860 Oxnard, CA 93030 | Chairman, Chief Executive Officer, President and Director | Executive off Properties an |
| Alex J. Chavez 300 Esplanade Drive Suite 1860 Oxnard, CA 93030 | Senior Vice President and Treasurer | Executive off Properties an |
| Christopher T. Ishikawa 300 Esplanade Drive Suite 1860 Oxnard, CA 93030 | Executive Vice President and Chief Investment Officer | Executive off Properties an |
| Julia L. Kopta 300 Esplanade Drive Suite 1860 | Executive Vice President, General Counsel and Corporate Secretary | Executive off Properties an |

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| | | |
|--|--|---|
| Oxnard, CA 93030 James J. Pieczynski 300 Esplanade Drive Suite 1860 Oxnard, CA 93030 | Chief Strategic Planning Officer and Director | Executive off Properties an |
| Wendy L. Simpson 300 Esplanade Drive Suite 1860 Oxnard, CA 93030 | Vice Chairman, Chief Financial Officer and Director | Executive off Properties an |
| Edmund C. King 4153 N. Dover Provo, Utah 84604 | Director | General partn Capital Partn banking firm |
| Timothy J. Triche, M.D. 4650 Sunset Boulevard Mail Stop No. 43 Los Angeles, CA 90027 | Director | Chairman of t Pathology and Medicine, Chi |
| Sam Yellen 22433 Oxnard Street Woodland Hills, CA 91367 | Director | Angeles Self-employed consultant |

SCHEDULE II

DIRECTORS AND EXECUTIVE OFFICERS OF LTC HEALTHCARE

| Name and Business Address ----- | Position with LTC Healthcare ----- | Present Princ ----- |
|--|--|--------------------------------|
| Andre C. Dimitriadis 300 Esplanade Drive Suite 1860 Oxnard, CA 93030 | Chairman, Chief Executive Officer and Director | Executive off Properties an |
| Alex J. Chavez 300 Esplanade Drive Suite 1860 Oxnard, CA 93030 | Senior Vice President and Treasurer | Executive off Properties an |
| Christopher T. Ishikawa 300 Esplanade Drive Suite 1860 Oxnard, CA 93030 | Executive Vice President, Chief Operating Officer and Director | Executive off Properties an |
| Julia L. Kopta 300 Esplanade Drive Suite 1860 Oxnard, CA 93030 | Executive Vice President, General Counsel and Corporate Secretary | Executive off Properties an |
| James J. Pieczynski 300 Esplanade Drive Suite 1860 Oxnard, CA 93030 | Chief Strategic Planning Officer | Executive off Properties an |
| Wendy L. Simpson 300 Esplanade Drive Suite 1860 Oxnard, CA 93030 | Executive Vice President and Chief Financial Officer | Executive off Properties an |
| Steven Stuart | Director | Corporate Exe |

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Chiyoda-ku
Tokyo, Japan 100-8501
Bary G. Bailey
3120 Lake Center Drive
Mail Stop LC01-354
Santa Ana, CA 92704

Director

Shinsei Bank,

Executive Vice
Chief Strateg
PacifiCare He