

ASSISTED LIVING CONCEPTS INC
Form SC 13G
December 01, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

—
Under the Securities Exchange Act of 1934

SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Assisted Living Concepts, Inc.

(Name of Issuer)

Class A Common Stock, \$0.01 par value

(Title of Class of Securities)

04544X102

(CUSIP Number)

November 21, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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SCHEDULE 13G

CUSIP No.

04544X102

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- 1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scoggin Capital Management, L.P. II

- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

- 3) **SEC USE ONLY**

- 4) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

| | | |
|--|----|---------------------------------|
| | 5) | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 2,150,000 |
| | 6) | SHARED VOTING POWER |
| | | 0 |
| | 7) | SOLE DISPOSITIVE POWER |
| | | 2,150,000 |
| | 8) | SHARED DISPOSITIVE POWER |
| | | 0 |

- 9) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,150,000

- 10) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

..

- 11) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

3.7%

- 12) **TYPE OF REPORTING PERSON**

PN

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04544X102

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- 1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scoggin International Fund, Ltd.

- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

- 3) **SEC USE ONLY**

- 4) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Commonwealth of the Bahamas

| | | |
|--|----|---------------------------------|
| | 5) | SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 2,150,000 |
| | 6) | SHARED VOTING POWER |
| | | 0 |
| | 7) | SOLE DISPOSITIVE POWER |
| | | 2,150,000 |
| | 8) | SHARED DISPOSITIVE POWER |
| | | 0 |

- 9) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,150,000

- 10) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

..

- 11) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

3.7%

- 12) **TYPE OF REPORTING PERSON**

CO

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- 1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scoggin Worldwide Fund, Ltd.

- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

- 3) **SEC USE ONLY**

- 4) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Cayman Islands

| | | | |
|--|----|---------------------------------|---------|
| | 5) | SOLE VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | | 725,000 |
| | 6) | SHARED VOTING POWER | |
| | | | 0 |
| | 7) | SOLE DISPOSITIVE POWER | |
| | | | 725,000 |
| | 8) | SHARED DISPOSITIVE POWER | |
| | | | 0 |

- 9) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

725,000

- 10) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

- 11) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

1.3%

- 12) **TYPE OF REPORTING PERSON**

CO

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- 1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scoggin, LLC

- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

- 3) **SEC USE ONLY**

- 4) **CITIZENSHIP OR PLACE OF ORGANIZATION**

New York

| | | | |
|--|----|---------------------------------|-----------|
| | 5) | SOLE VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | | 2,875,000 |
| | 6) | SHARED VOTING POWER | |
| | | | 499,000 |
| | 7) | SOLE DISPOSITIVE POWER | |
| | | | 2,875,000 |
| | 8) | SHARED DISPOSITIVE POWER | |
| | | | 499,000 |

- 9) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

3,374,000

- 10) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

..

- 11) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

5.9%

- 12) **TYPE OF REPORTING PERSON**

00

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- 1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Craig Effron

- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

- 3) **SEC USE ONLY**

- 4) **CITIZENSHIP OR PLACE OF ORGANIZATION**

USA

| | | |
|--|----|---------------------------------|
| | 5) | SOLE VOTING POWER |
| | | 37,500 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6) | SHARED VOTING POWER |
| | | 5,524,000 |
| | 7) | SOLE DISPOSITIVE POWER |
| | | 37,500 |
| | 8) | SHARED DISPOSITIVE POWER |
| | | 5,524,000 |

- 9) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

5,561,500

- 10) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

..

- 11) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

9.7%

- 12) **TYPE OF REPORTING PERSON**

IN

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04544X102

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- 1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- Curtis Schenker
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)
- 3) **SEC USE ONLY**
- 4) **CITIZENSHIP OR PLACE OF ORGANIZATION**
- USA
- | | | |
|--|----|---------------------------------|
| | 5) | SOLE VOTING POWER |
| | | 25,000 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6) | SHARED VOTING POWER |
| | | 5,524,000 |
| | 7) | SOLE DISPOSITIVE POWER |
| | | 25,000 |
| | 8) | SHARED DISPOSITIVE POWER |
| | | 5,524,000 |
- 9) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
- 5,549,000
- 10) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**
- ..
- 11) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**
- 9.6%
- 12) **TYPE OF REPORTING PERSON**

IN

Schedule 13G

Item 1(a). Name of Issuer:

Assisted Living Concepts, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

111 West Michigan Street
Milwaukee, WI 53203

Item 2(a). Name of Persons Filing:

- (i) Scoggin Capital Management, L.P. II
- (ii) Scoggin International Fund, Ltd.
- (iii) Scoggin Worldwide Fund, Ltd.
- (iv) Scoggin, LLC
- (v) Craig Effron
- (vi) Curtis Schenker

(collectively, the "Reporting Persons" and each a "Reporting Person")

Item 2(b). Address of Principal Business Office or, if None, Residence:

Each of the Reporting Persons, other than Scoggin International Fund, Ltd. and Scoggin Worldwide Fund, Ltd., has a business address at 660 Madison Avenue, New York, NY 10021.

Scoggin International Fund, Ltd. has a business address at c/o Financial Services (Bahamas) Ltd.; One Montague Place, 4th Floor; East Bay Street; P.O. Box EE-17758; Nassau, Bahamas.

Scoggin Worldwide Fund, Ltd. has a business address at c/o Q&H Corporate Services, Ltd.; 3rd Floor, Harbour Centre; P.O. Box 1348; George Town, Grand Cayman, Cayman Islands.

Item 2(c). Citizenship or Place of Organization:

- (i) Scoggin Capital Management, L.P. II
Delaware
- (ii) Scoggin International Fund, Ltd.
Commonwealth of the Bahamas
- (iii) Scoggin Worldwide Fund, Ltd.
Cayman Islands
- (iv) Scoggin, LLC
New York

(v) Craig Effron
USA

(vi) Curtis Schenker
USA

Item 2(d). Title of Class of Securities:

Class A Common Stock, \$0.01 par value per share

Item 2(e). CUSIP Number:

04544X102

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or Dealer Registered Under Section 15 of the Act (15 U.S.C. 78o)
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
 - (c) Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
 - (d) Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
 - (e) Investment Adviser in accordance with § 240.13d-1(b)(1)(ii)(E)
 - (f) Employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F)
 - (g) Parent Holding Company or control person in accordance with §240.13d-1(b)(ii)(G)
 - (h) Savings Association as defined in §3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
 - (i) Church plan that is excluded from the definition of an investment company under §3(c)(15) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
 - (j) Group, in accordance with §240.13d-1(b)(ii)(J)
-

Item 4. Ownership.

(i) Scoggin Capital Management, L.P. II¹

- (a) Amount beneficially owned: 2,150,000
- (b) Percent of class: 3.7%²
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 2,150,000
 - (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 2,150,000
- (iv) Shared power to dispose or to direct the disposition of: 0

(ii) Scoggin International Fund, Ltd.³

- (a) Amount beneficially owned: 2,150,000
- (b) Percent of class: 3.7%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 2,150,000
 - (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 2,150,000
- (iv) Shared power to dispose or to direct the disposition of: 0

¹The general partner of Scoggin Capital Management, L.P. II is S&E Partners, L.P., a limited partnership organized under the laws of Delaware. Scoggin, Inc., a corporation organized under the laws of Delaware, is the sole general partner of S&E Partners, L.P. Craig Effron and Curtis Schenker are the stockholders of Scoggin, Inc.

²Percentages are based on 57,543,165 outstanding shares of Class A Common Stock (as set forth on the Issuer's 10-Q, filed on November 22, 2006 with the Securities and Exchange Commission).

³The investment advisor of Scoggin International Fund, Ltd. is Scoggin, LLC. Craig Effron and Curtis Schenker are the managing members of Scoggin, LLC.

- (iii) Scoggin Worldwide Fund, Ltd.⁴
 - (a) Amount beneficially owned: 725,000
 - (b) Percent of class: 1.3%
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 725,000
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 725,000
 - (iv) Shared power to dispose or to direct the disposition of: 0
- (iv) Scoggin, LLC⁵
 - (a) Amount beneficially owned: 3,374,000
 - (b) Percent of class: 5.9%
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 2,875,000
 - (ii) Shared power to vote or to direct the vote: 499,000
 - (iii) Sole power to dispose or to direct the disposition of: 2,875,000
 - (iv) Shared power to dispose or to direct the disposition of: 499,000
- (v) Craig Effron
 - (a) Amount beneficially owned: 5,561,500
 - (b) Percent of class: 9.7%
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 37,500

⁴ The investment advisor of Scoggin Worldwide Fund, Ltd. is Scoggin, LLC. Craig Effron and Curtis Schenker are the managing members of Scoggin, LLC.

⁵ Scoggin, LLC is the investment advisor of Scoggin International Fund, Ltd., Scoggin Worldwide Fund, Ltd. and the investment manager for certain discretionary managed accounts. Craig Effron and Curtis Schenker are the managing members of Scoggin, LLC.

- (ii) Shared power to vote or to direct the vote: 5,524,000
- (iii) Sole power to dispose or to direct the disposition of: 37,500
- (iv) Shared power to dispose or to direct the disposition of: 5,524,000
- (vi) Curtis Schenker
 - (a) Amount beneficially owned: 5,549,000
 - (b) Percent of class: 9.6%
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 25,000
 - (ii) Shared power to vote or to direct the vote: 5,524,000
 - (iii) Sole power to dispose or to direct the disposition of: 25,000
 - (iv) Shared power to dispose or to direct the disposition of: 5,524,000

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

A person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities with respect to the 499,000 shares held in certain discretionary managed accounts to which Scoggin, LLC is the investment manager.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below the undersigned certifies that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or

with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Scoggin Capital
Management, L.P. II
By: S&E Partners, L.P., its
General Partner
By: Scoggin, Inc., its
General Partner

By: /s/ Craig Effron
Title: President
Dated as of December 1, 2006

Scoggin
International Fund, Ltd.
By: Scoggin, LLC, its
Investment Advisor

By: /s/ Craig Effron
Title: Member
Dated as of December 1, 2006

Scoggin Worldwide
Fund, Ltd.
By: Scoggin, LLC, its
Investment Advisor

By: /s/ Craig Effron
Title: Member
Dated as of December 1, 2006

Scoggin, LLC
By: /s/ Craig Effron
Title: Member
Dated as of December 1, 2006

/s/ Craig Effron
Craig Effron
Dated as of December 1, 2006

/s/ Curtis Schenker
Curtis Schenker
Dated as of December 1, 2006

Agreement of Joint Filing

Pursuant to 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby confirm the agreement by and among them to join in the filing on behalf of each of them of a Statement on Schedule 13G and any and all amendments thereto, and that this Agreement be included as an Exhibit to such filing.

This Agreement may be executed in any number of counterparts each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

Management, L.P. II
General Partner
its General Partner

Scoggin Capital
By: S&E Partners, L.P., its
By: Scoggin, Inc.,

Effron
Title: President
Dated as of December 1, 2006

By: /s/ Craig

International Fund, Ltd.
LLC, its Investment Advisor

Scoggin
By: Scoggin,

Effron
Title: Member
Dated as of December 1, 2006

By: /s/ Craig

Worldwide Fund, Ltd.
LLC, its Investment Advisor

Scoggin
By: Scoggin,

Effron
Title: Member
Dated as of December 1, 2006

By: /s/ Craig

Effron
Title: Member

Scoggin, LLC
By: /s/ Craig

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Dated as of December 1, 2006

/s/ Craig Effron

Craig Effron

Dated as of December 1, 2006

/s/ Curtis

Schenker

Curtis Schenker

Dated as of December 1, 2006