

ASSISTED LIVING CONCEPTS INC  
Form 4  
December 09, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Scotia Investments LTD

2. Issuer Name and Ticker or Trading Symbol  
ASSISTED LIVING CONCEPTS INC [ALC]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
3 BEDFORD HILLS RD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/05/2010

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

BEDFORD, A5 B4A 1J5  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/05/2010		J(2)		57,848	D	(2) 0
Class A Common Stock	11/05/2010		J(2)		12,900	D	(2) 0
Class A Common Stock	11/05/2010		J(2)		37,410	D	(2) 0
	11/05/2010		J(2)		64,500	D	(2) 0

By Annapolis Group Inc.  
By Avon Valley Greenhouses Limited

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Class A  
Common  
Stock

By Royal  
Gardens  
Limited

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Class B Common Stock	(1)	11/05/2010		J(2)	200,000	(1) (1)	Class A Common Stock	215,000
Class B Common Stock	(1)	11/05/2010		J(2)	143,200	(1) (1)	Class A Common Stock	153,940
Class B Common Stock	(1)	11/05/2010		J(2)	389,000	(1) (1)	Class A Common Stock	418,175
Class B Common Stock	(1)	11/05/2010		J(2)	117,000	(1) (1)	Class A Common Stock	125,775
Class B Common Stock	(1)	11/05/2010		J(2)	140,000	(1) (1)	Class A Common Stock	150,500
Class B Common Stock	(1)	11/05/2010		J(2)	40,000	(1) (1)	Class A Common Stock	43,000
Class B Common Stock	(1)	11/05/2010		J(2)	243,800	(1) (1)	Class A Common Stock	262,085

Class B Common Stock	(1)	11/05/2010	J(2)	88,000	(1)	(1)	Class A Common Stock	94,600
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scotia Investments LTD 3 BEDFORD HILLS RD BEDFORD, A5 B4A 1J5			X	

## Signatures

/s/ Archie W. MacPherson, Vice President  
Finance 12/09/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each share of Class B Common Stock is convertible at any time, at the holder's election, into 1.075 shares of Class A Common Stock, and has no expiration date. In addition, any shares of Class B Common Stock transferred to a person other than a permitted holder of Class B Common Stock, as provided in the Issuer's Amended and Restated Articles of Incorporation, will automatically convert into shares of Class A Common Stock on the same basis upon any such transfer.

(2) On November 5, 2010, Blomidon Investments Limited ("Blomidon"), the ultimate parent corporation of Scotia Investments Limited ("Scotia Investments"), and three holding companies that owned all of the common shares of Blomidon, including Thornridge Holdings Limited ("Thornridge Holdings"), completed a reorganization ("Reorganization") pursuant to which, among other things, Thornridge Holdings acquired all of the shares of ALC Class A Common Stock and Class B Common Stock previously held by Scotia Investments and its subsidiaries. The aggregate purchase price for the ALC shares purchased in the Reorganization was Cdn\$53,241,407, representing Cdn\$32.55 per share of ALC's Class A Common Stock and Cdn\$34.99 per share of ALC's Class B Common Stock.

### Remarks:

Effective March 16, 2009, Assisted Living Concepts, Inc. implemented a one-for-five reverse stock split of its Class A Common and its Class B Common Stock, without changing the par value per share. All share amounts in this Form have been adjusted to reflect this reverse stock split.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.