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ASSISTED LIVING CONCEPTS INC
Form SC TO-T/A
August 02, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 5
To
SCHEDULE TO
Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

ASSISTED LIVING CONCEPTS, INC.
(Name of Subject Company)

MP ACQUISITION CO., LLC
MACKENZIE PATTERSON, INC.
(Bidder)

COMMON STOCK, PAR VALUE \$.01
(Title of Class of Securities)

NONE
(CUSIP Number of Class of Securities)

	Copy to:
Howard Kaplan	Paul J. Derenthal, Esq.
MacKenzie Patterson, Inc.	Derenthal & Dannhauser
1640 School Street	One Post Street, Suite 575
Moraga, California 94556	San Francisco, California 94104
(925) 631-9100	(415) 981-4844

(Name, Address and Telephone Number of
Person Authorized to Receive Notices and
Communications on Behalf of Bidder)

Calculation of Filing Fee

Transaction Valuation*	Amount of Filing Fee
\$1,550,000	\$142.60

* For purposes of calculating the filing fee only. Assumes the purchase of 500,000 Shares at a purchase price equal to \$3.10 per Share in cash.

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$59.80
Form or Registration Number: Schedule TO
Filing Party: Above Bidder
Date Filed: May 22, 2002

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going private transaction subject to Rule 13e-3
 amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

TENDER OFFER

The Tender Offer Statement on Schedule TO relating to the offer by MP ACQUISITION CO., LLC (the "Purchaser") to purchase up to 200,000 shares of the Common Stock, Par Value \$.01 (the "Shares") of ASSISTED LIVING CONCEPTS, INC., a Nevada corporation (the "Issuer") is hereby amended as set forth herein. Except as otherwise expressly amended hereby, the terms, conditions and disclosure set forth in the Schedule remain unchanged.

The Purchase Price has been reduced from \$3.25 per Share to \$3.10 per Share. The total maximum number of Shares subject to the Offer has been increased to 500,000 Shares. The Expiration Date has been extended to August 15, 2002, as of which date the Offer will terminate unless it is further extended. A total of 460,850 Shares have been tendered to Purchaser to date and have not been withdrawn. The Purchaser and its affiliates currently beneficially own an aggregate of 303,549 Shares, or approximately 4.7% of the outstanding Shares. If all 500,000 of the Shares sought in this Offer are purchased, the Purchaser and its affiliate would beneficially own in the aggregate 803,549 Shares or approximately 12.5% of the outstanding Shares. Consummation of the Offer, if all Shares sought are tendered, would require payment by the Purchaser of up to \$1,550,000 in aggregate purchase price, which the Purchaser will fund out of its existing working capital.

The information in the Offer to Purchase, including all schedules and annexes thereto, is hereby expressly incorporated herein by reference in response to all the items of this Statement.

Item 12. Exhibits.

(a) (9) Letter to Shareholders dated August 1, 2002

(a) (10) Press Release

(b)-(h) Not applicable.

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SIGNATURES

After due 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.

Dated: August 1, 2002

MP ACQUISITION CO., LLC

By MacKenzie Patterson, Inc., Manager

By: /s/ Christine Simpson

Christine Simpson, Vice President

MACKENZIE PATTERSON, INC.

By: /s/ Christine Simpson

Christine Simpson, Vice President

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EXHIBIT INDEX

Exhibit	Description	Page
(a) (9)	Letter to Shareholders dated August 1, 2002	
(a) (10)	Press Release	