



**Assisted Living Concepts, Inc.**



**ALC NYSE**

**Healthcare Facilities**

Market Capitalization USD:

**\$290.90 mm**

**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Laurie A. Bebo**

**Age: 41**

**CEO Since: 2006**

	2009	2010	2011
<b>Base Salary</b>	\$424,400	\$500,000	\$520,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$340,185	\$374,063	\$399,750
<b>Benefits and Perquisites</b>	\$93,387	\$101,249	\$103,030
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$857,972</b>	<b>\$975,312</b>	<b>\$1,022,780</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$171,000	\$384,560	\$426,360
<b>Stock Awards</b>	\$0	\$0	\$0
<b>TOTAL COMPENSATION</b>	<b>\$1,028,972</b>	<b>\$1,359,872</b>	<b>\$1,449,140</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$388,057	\$405,960	\$488,141
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$138,675
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$138,675</b>

**Proxy Date:** 23 Mar 2012

**Annual Meeting Date:** 3 May 2012

**Equity Reserves:** 6.97%

**Stock Option Run Rate:** 1.11%

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## Performance Comparison

■ S&P500 ■ Industry ■ ALC



## Peer Comparisons (TRBC) =Healthcare Facilities

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>ALC</b>	<b>Assisted Living Concepts, Inc.</b>	<b>\$1,028,972</b>	<b>\$1,359,872</b>	<b>\$1,449,140</b>	<b>\$290,902,794</b>
AIRM	Air Methods Corporation	\$993,013	\$2,234,636		\$807,413,786
LTC	LTC Properties, Inc.	\$3,481,251	\$837,149		\$768,223,333
AMSG	AmSurg Corp.	\$1,695,998	\$1,719,398		\$704,016,315
HGR	Hanger Orthopedic Group, Inc.	\$2,535,239	\$4,787,455		\$632,929,473
ESC	Emeritus Corporation	\$1,600,167	\$2,980,080	\$4,252,150	\$624,686,174
IPCM	IPC The Hospitalist Company, Inc.	\$1,670,840	\$2,380,001		\$586,444,232

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Brookdale Senior Living, Inc., Capital Senior Living Corporation, Emeritus Corporation, Five Star Quality Care, Inc. and Sunrise Senior Living, Inc., The Marcus Corporation

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Derek H.L. Buntain	Chairman	71	Male	6	Outside
Alan Bell	Member	63	Male	6	Outside
Michael J. Spector	Member	72	Male	5	Outside

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