

AMERICAN RETIREMENT VILLAS PROPERTIES II

Form SC TO-C

December 15, 2003

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

**SCHEDULE TO  
(Rule 14d-100)  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

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**AMERICAN RETIREMENT VILLAS PROPERTIES II,**

**A CALIFORNIA LIMITED PARTNERSHIP  
(Name of Subject Company (Issuer))**

**ARV ASSISTED LIVING, INC.  
(Name of Filing Person (Offeror))**

**LIMITED PARTNERSHIP UNITS  
(Title of Class of Securities)**

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**(CUSIP Number of Class of Securities)**

**John A. Moore  
Chief Executive Officer  
ARV Assisted Living, Inc.  
245 Fischer Avenue, Suite D-1  
Costa Mesa, CA 92626  
(714) 751-7400**

**(Name, address and telephone numbers of person authorized to  
receive notice and communications on behalf of filing person)**

**With a copy to:  
Lee Parks, Esq.  
Fried, Frank, Harris, Shriver & Jacobson  
One New York Plaza  
New York, New York 10004  
(212) 859-8000**

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- x            Check the box if 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:
- x            third-party tender offer subject to Rule 14d-1.
  - o            issuer tender offer subject to Rule 13e-4.
  - x            going-private transaction subject to Rule 13e-3.
  - o            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: o
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**SCHEDULE TO**

On December 15, 2003, American Retirement Villas Properties II, a California limited partnership (the Partnership ), of which ARV Assisted Living, Inc, a Delaware corporation, is the general partner, issued its press release responding to an unsolicited mini tender offer. A copy of the press release, together with the related Appraisals (as defined in the press release), were filed with the Securities and Exchange Commission (the SEC ) on December 15, 2003 as Exhibits to the Form 8-K filed on such date by the Partnership. This press release and the related Appraisals are incorporated herein by reference.

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| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 99.1           | Press Release, dated December 15, 2003 (filed as Exhibit 99.1 to Form 8-K of the Partnership, filed with the SEC on December 15, 2003)          |
| 99.2           | Retirement Inn of Burlingame Property Appraisal (filed as Exhibit 99.2 to Form 8-K of the Partnership, filed with the SEC on December 15, 2003) |
| 99.3           | Retirement Inn of Campbell Property Appraisal (filed as Exhibit 99.3 to Form 8-K of the Partnership, filed with the SEC on December 15, 2003)   |
| 99.4           | Retirement Inn of Daly City Property Appraisal (filed as Exhibit 99.4 to Form 8-K of the Partnership, filed with the SEC on December 15, 2003)  |
| 99.5           | Retirement Inn of Fremont Property Appraisal (filed as Exhibit 99.5 to Form 8-K of the Partnership, filed with the SEC on December 15, 2003)    |
| 99.6           | Retirement Inn of Fullerton Property Appraisal (filed as Exhibit 99.6 to Form 8-K of the Partnership, filed with the SEC on December 15, 2003)  |
| 99.7           | Montego Heights Lodge Property Appraisal (filed as Exhibit 99.7 to Form 8-K of the Partnership, filed with the SEC on December 15, 2003)        |
| 99.8           | Retirement Inn of Sunnyvale Property Appraisal (filed as Exhibit 99.8 to Form 8-K of the Partnership, filed with the SEC on December 15, 2003)  |
| 99.9           | Valley View Lodge Property Appraisal (filed as Exhibit 99.9 to Form 8-K of the Partnership, filed with the SEC on December 15, 2003)            |
| 99.10          | Covina Villa Property Appraisal (filed as Exhibit 99.10 to Form 8-K of the Partnership, filed with the SEC on December 15, 2003)                |
| 99.11          | Willow Glen Property Appraisal (filed as Exhibit 99.11 to Form 8-K of the Partnership, filed with the SEC on December 15, 2003)                 |