

FORM ADV

OMB: 3235-0049

UNI FORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: ALLIANCEBERNSTEIN L.P.

IARD/CRD Number: 108477

Rev. 11/2011

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4.

Item 1 Identifying Information

Responses to this Item tell us who you are, where you are doing business, and how we can contact you.

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):

ALLIANCEBERNSTEIN L.P.

B. Name under which you primarily conduct your advisory business, if different from Item 1.A.:

ALLIANCEBERNSTEIN L.P.

List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.

C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of

your legal name or your primary business name:

D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: **801-56720**

(2) If you report to the SEC as an exempt reporting adviser, your SEC file number:

E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: **108477**

If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

F. Principal Office and Place of Business

(1) Address (do not use a P.O. Box):

Number and Street 1:

1345 AVE OF THE AMERICAS

City:

NEW YORK

State:

New York

Number and Street 2:

Country:

UNITED STATES

ZIP+4/Postal Code:

10105

If this address is a private residence, check this box:

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday - Friday Other:

Normal business hours at this location:

9:00AM - 5:00PM

(3) Telephone number at this location:

212-969-1000

(4) Facsimile number at this location:

212-969-2293

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

If this address is a private residence, check this box:

H. If you are a sole proprietor, state your full residence address, if different from your principal office and place of business address in Item 1.F.:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

Yes No

I. Do you have one or more websites?

If "yes," list all website addresses on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail (e-mail) addresses in response to this Item.

J. Provide the name and contact information of your Chief Compliance Officer: If you are an exempt reporting adviser, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below.

Name:

Other titles, if any:

Telephone number:

Facsimile number:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

Electronic mail (e-mail) address, if Chief Compliance Officer has one:

K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to questions about this Form ADV, you may provide that information here.

Name:

Titles:

Telephone number:

Facsimile number:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

Electronic mail (e-mail) address, if contact person has one:

Yes No

L. Do you maintain some or all of the books and records you are required to keep under Section

204 of the Advisers Act, or similar state law, somewhere other than your principal office and place of business?

If "yes," complete Section 1.L. of Schedule D.

Yes No

M. Are you registered with a foreign financial regulatory authority?



Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section 1.M. of Schedule D.

Yes No

N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934?



If "yes," provide your CIK number (Central Index Key number that the SEC assigns to each public reporting company):

1109448

Yes No

O. Did you have \$1 billion or more in assets on the last day of your most recent fiscal year?



P. Provide your Legal Entity Identifier if you have one:

A legal entity identifier is a unique number that companies use to identify each other in the financial marketplace. In the first half of 2011, the legal entity identifier standard was still in development. You may not have a legal entity identifier.

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an annual updating amendment to your SEC registration.

A. To register (or remain registered) with the SEC, you must check **at least one** of the Items 2.A.(1) through 2.A.(12), below. If you are submitting an annual updating amendment to your SEC registration and you are no longer eligible to register with the SEC, check Item 2.A.(13). Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to each of these items.

You (the adviser):



(1) are a **large advisory firm** that either:

- (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or
- (b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent annual updating amendment and is registered with the SEC;



(2) are a **mid-sized advisory firm** that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 million (in U.S. dollars) and you are either:

- (a) not required to be registered as an adviser with the state securities authority of the state where you maintain your principal office and place of business, or
- (b) not subject to examination by the state securities authority of the state where you

maintain your principal office and place of business;

Click [HERE](#) for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.

- (3) have your principal office and place of business **in Wyoming** (which does not regulate advisers);
- (4) have your principal office and place of business **outside the United States**;
- (5) are **an investment adviser (or sub-adviser) to an investment company** registered under the Investment Company Act of 1940;
- (6) are **an investment adviser to a company which has elected to be a business development company** pursuant to section 54 of the Investment Company Act of 1940 and has not withdrawn the election, and you have at least \$25 million of regulatory assets under management;
- (7) are a **pension consultant** with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);
- (8) are a **related adviser** under rule 203A-2(b) that controls, is controlled by, or is under common control with, an investment adviser that is registered with the SEC, and your principal office and place of business is the same as the registered adviser;
- If you check this box, complete Section 2.A.(8) of Schedule D.
- (9) are a **newly formed adviser** relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;
- If you check this box, complete Section 2.A.(9) of Schedule D.
- (10) are a **multi-state adviser** that is required to register in 15 or more states and is relying on rule 203A-2(d);
- If you check this box, complete Section 2.A.(10) of Schedule D.
- (11) are an **Internet adviser** relying on rule 203A-2(e);
- (12) have **received an SEC order** exempting you from the prohibition against registration with the SEC;
- If you check this box, complete Section 2.A.(12) of Schedule D.
- (13) are **no longer eligible** to remain registered with the SEC.

State Securities Authority Notice Filings and State Reporting by Exempt Reporting Advisers

C. Under state laws, SEC-registered advisers may be required to provide to state securities authorities a copy of the Form ADV and any amendments they file with the SEC. These are called notice filings. In addition, exempt reporting advisers may be required to provide state securities authorities with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your notice filings or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your notice filings or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

Jurisdictions

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<input checked="" type="checkbox"/> AL	<input checked="" type="checkbox"/> ID	<input checked="" type="checkbox"/> MO	<input checked="" type="checkbox"/> PA
<input checked="" type="checkbox"/> AK	<input checked="" type="checkbox"/> IL	<input checked="" type="checkbox"/> MT	<input checked="" type="checkbox"/> PR
<input checked="" type="checkbox"/> AZ	<input checked="" type="checkbox"/> IN	<input checked="" type="checkbox"/> NE	<input checked="" type="checkbox"/> RI
<input checked="" type="checkbox"/> AR	<input checked="" type="checkbox"/> IA	<input checked="" type="checkbox"/> NV	<input checked="" type="checkbox"/> SC
<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> KS	<input checked="" type="checkbox"/> NH	<input checked="" type="checkbox"/> SD
<input checked="" type="checkbox"/> CO	<input checked="" type="checkbox"/> KY	<input checked="" type="checkbox"/> NJ	<input checked="" type="checkbox"/> TN
<input checked="" type="checkbox"/> CT	<input type="checkbox"/> LA	<input checked="" type="checkbox"/> NM	<input checked="" type="checkbox"/> TX
<input checked="" type="checkbox"/> DE	<input checked="" type="checkbox"/> ME	<input checked="" type="checkbox"/> NY	<input checked="" type="checkbox"/> UT
<input checked="" type="checkbox"/> DC	<input checked="" type="checkbox"/> MD	<input checked="" type="checkbox"/> NC	<input checked="" type="checkbox"/> VT
<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> MA	<input checked="" type="checkbox"/> ND	<input type="checkbox"/> VI
<input checked="" type="checkbox"/> GA	<input checked="" type="checkbox"/> MI	<input checked="" type="checkbox"/> OH	<input checked="" type="checkbox"/> VA
<input type="checkbox"/> GU	<input checked="" type="checkbox"/> MN	<input checked="" type="checkbox"/> OK	<input checked="" type="checkbox"/> WA
<input checked="" type="checkbox"/> HI	<input checked="" type="checkbox"/> MS	<input checked="" type="checkbox"/> OR	<input checked="" type="checkbox"/> WV
			<input checked="" type="checkbox"/> WI

If you are amending your registration to stop your notice filings or reports from going to a state that currently receives them and you do not want to pay that state's notice filing or report filing fee for the coming year, your amendment must be filed before the end of the year (December 31).

Item 3 Form of Organization

A. How are you organized?

- Corporation
- Sole Proprietorship
- Limited Liability Partnership (LLP)
- Partnership
- Limited Liability Company (LLC)
- Limited Partnership (LP)
- Other (specify): **LIMITED PARTNERSHIP**

If you are changing your response to this Item, see Part 1A Instruction 4.

B. In what month does your fiscal year end each year?

DECEMBER

C. Under the laws of what state or country are you organized?

State Country

Delaware UNITED STATES

If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.

If you are changing your response to this Item, see Part 1A Instruction 4.

Item 4 Successions

Yes No

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?

If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

Employees

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

A. Approximately how many employees do you have? Include full- and part-time employees but do not include any clerical workers.

4000

B. (1) Approximately how many of the employees reported in 5.A. perform investment advisory functions (including research)?

1200

(2) Approximately how many of the employees reported in 5.A. are registered representatives of a broker-dealer?

1200

(3) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives?

1100

(4) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives for an investment adviser other than you?

0

(5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency?

40

(6) Approximately how many firms or other persons solicit advisory clients on your behalf?

300

In your response to Item 5.B.(6), do not count any of your employees and count a firm only once – do not count each of the firm’s employees that solicit on your behalf.

Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

C. (1) To approximately how many clients did you provide investment advisory services during your most recently completed fiscal year?

0

1-10

11-25

26-100

More than 100

If more than 100, how many?
(round to the nearest 100)

30928

(2) Approximately what percentage of your clients are non-United States persons?

30%

D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships. The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, check "None" in response to Item 5.D.(1)(d) and do not check any of the boxes in response to Item 5.D.(2)(d).

(1) What types of clients do you have? Indicate the approximate percentage that each type of client comprises of your total number of clients. If a client fits into more than one category, check all that apply.

	None	Up to 10%	11-25%	26-50%	51-75%	76-99%	100%
(a) Individuals (other than high net worth individuals)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(b) High net worth individuals	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>
(c) Banking or thrift institutions	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(d) Investment companies	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(e) Business development companies	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(f) Pooled investment vehicles (other than investment companies)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(g) Pension and profit sharing plans (but not the plan participants)	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(h) Charitable organizations	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(i) Corporations or other businesses not listed above	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(j) State or municipal government entities	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

- | | | | | | | | |
|-------------------------------|----------------------------------|----------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (k) Other investment advisers | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (l) Insurance companies | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (m) Other: | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

(2) Indicate the approximate amount of your regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of client. If a client fits into more than one category, check all that apply.

- | | None | <u>Up to</u>
25% | <u>Up to</u>
50% | <u>Up to</u>
75% | >75% |
|--|----------------------------------|----------------------------------|-----------------------|-----------------------|-----------------------|
| (a) Individuals (other than high net worth individuals) | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (b) High net worth individuals | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (c) Banking or thrift institutions | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (d) Investment companies | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (e) Business development companies | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (f) Pooled investment vehicles (other than investment companies) | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (g) Pension and profit sharing plans (but not the plan participants) | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (h) Charitable organizations | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (i) Corporations or other businesses not listed above | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (j) State or municipal government entities | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (k) Other investment advisers | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (l) Insurance companies | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (m) Other: | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

Compensation Arrangements



E. You are compensated for your investment advisory services by (check all that apply):

- (1) A percentage of assets under your management
- (2) Hourly charges
- (3) Subscription fees (for a newsletter or periodical)
- (4) Fixed fees (other than subscription fees)
- (5) Commissions
- (6) Performance-based fees
- (7) Other (specify):

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

Regulatory Assets Under Management

Yes No

- F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?  
- (2) If yes, what is the amount of your regulatory assets under management and total number of accounts?

	U.S. Dollar Amount	Total Number of Accounts
Discretionary:	(a) \$ 390,739,736,078	(d) 64,779
Non-Discretionary:	(b) \$ 15,157,085,567	(e) 133
Total:	(c) \$ 405,896,821,645	(f) 64,912

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

Item 5 Information About Your Advisory Business - Advisory Activities

Advisory Activities

- G. What type(s) of advisory services do you provide? Check all that apply.

- (1) Financial planning services
- (2) Portfolio management for individuals and/or small businesses
- (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
- (4) Portfolio management for pooled investment vehicles (other than investment companies)
- (5) Portfolio management for businesses (other than small businesses) or institutional clients (other than registered investment companies and other pooled investment vehicles)
- (6) Pension consulting services
- (7) Selection of other advisers (including private fund managers)
- (8) Publication of periodicals or newsletters
- (9) Security ratings or pricing services
- (10) Market timing services
- (11) Educational seminars/workshops
- (12) Other(specify): **ASSET ALLOCATION**

Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

- H. If you provide financial planning services, to how many clients did you provide these services during your last fiscal year?
- 0
- 1 - 10
- 11 - 25
- 26 - 50
- 51 - 100
- 101 - 250
- 251 - 500
- More than 500

If more than 500, how many?
 30,000 (round to the nearest 500)

In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

I. If you participate in a wrap fee program, do you (check all that apply):

- (1) sponsor the wrap fee program?
 (2) act as a portfolio manager for the wrap fee program?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.I.(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I.(1) or 5.I.(2).

J. In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limited types of investments? Yes No

Item 6 Other Business Activities

In this Item, we request information about your firm's other business activities.

A. You are actively engaged in business as a (check all that apply):

- (1) broker-dealer (registered or unregistered)
 (2) registered representative of a broker-dealer
 (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 (4) futures commission merchant
 (5) real estate broker, dealer, or agent
 (6) insurance broker or agent
 (7) bank (including a separately identifiable department or division of a bank)
 (8) trust company
 (9) registered municipal advisor
 (10) registered security-based swap dealer
 (11) major security-based swap participant
 (12) accountant or accounting firm
 (13) lawyer or law firm
 (14) other financial product salesperson (specify):

If you engage in other business using a name that is different from the names reported in Items 1.A. or 1.B, complete Section 6.A. of Schedule D.

B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)? Yes No

(2) If yes, is this other business your primary business?

If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

Yes No

(3) Do you sell products or provide services other than investment advice to your advisory clients?

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

Item 7 Financial Industry Affiliations and Private Fund Reporting

In this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may occur between you and your clients.

A. This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates and any person that is under common control with you.

You have a related person that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)
- (2) other investment adviser (including financial planners)
- (3) registered municipal advisor
- (4) registered security-based swap dealer
- (5) major security-based swap participant
- (6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
- (7) futures commission merchant
- (8) banking or thrift institution
- (9) trust company
- (10) accountant or accounting firm
- (11) lawyer or law firm
- (12) insurance company or agency
- (13) pension consultant
- (14) real estate broker or dealer
- (15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
- (16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.

You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.

You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

Yes No



B. Are you an adviser to any private fund?

If "yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in the next sentence and in Instruction 6 of the Instructions to Part 1A. If another adviser reports this information with respect to any such private fund in Section 7.B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. You must, instead, complete Section 7.B.(2) of Schedule D.

In either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphabetical code, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same code or designation in place of the fund's name.

SECTION 7.B.(1) Private Fund Reporting

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

AB VENTURE FUND I, LP

(b) Private fund identification number:
(include the "805-" prefix also)

805-7629349884

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN ESG VENTURE MANAGEMENT L.P.

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"? (b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund N/A

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 72,635,769

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 0

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

4

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

20%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

Yes No

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

BOSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm? Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK AND TRUST COMPANY

(c) Location of administrator (city, state and country):

City:

BOSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm? Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

STATE STREET BANK AND TRUST COMPANY

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes? Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ABCLO 2007-1, LTD

(b) Private fund identification number:
(include the "805-" prefix also)

805-9153937241

2. Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN L.P.

4. The private fund (check all that apply; you must check at least one):

 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No

10. What type of fund is the private fund?
 hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:
 \$ 316,724,187

Ownership

12. Minimum investment commitment required of an investor in the private fund:
 \$ 0

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

6

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

1%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

74%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

No Information Filed

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Yes No

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

(c) Primary business name of custodian:
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: HOUSTON State: Country:

Texas UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-
CRD Number (if any):**Administrator**

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

(c) Location of administrator (city, state and country):

City: State: Country:

HOUSTON

Texas

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

 Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND**Information About the Private Fund**

1. (a) Name of the private fund:

ALLIANCE CAPITAL GROUP TRUST - EMERGING MARKETS FUND

- (b) Private fund identification number:
(include the "805-" prefix also)

805-5508514307

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE)

4. The private fund (check all that apply; you must check at least one):



(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940



(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"? (b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **GROUP TRUST**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 135,740,643

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

3

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST COMPANY

(c) Primary business name of custodian:

NORTHERN TRUST

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK & TRUST CO

(c) Location of administrator (city, state and country):

City:

TORONTO

State:

Country:

CANADA

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCE INSTITUTIONAL FUND - EMERGING MARKETS GROWTH FUND

(b) Private fund identification number:

(include the "805-" prefix also)

805-2408151407

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No

10. What type of fund is the private fund?
- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **INSTITUTIONAL FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:
\$ 125,351,902

Ownership

12. Minimum investment commitment required of an investor in the private fund:
\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

11

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

1%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

 Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

 Yes No

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

 Yes No

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

 Yes No

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-77410

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit? Yes No

(2) Are the financial statements prepared in accordance with U.S. GAAP? Yes No

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant? Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board? Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian:

NORTHERN TRUST COMPANY

- (c) Primary business name of custodian:

NORTHERN TRUST

- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

- (e) Is the custodian a related person of your firm?

- (f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

- (b) Name of the administrator:

NORTHERN TRUST

- (c) Location of administrator (city, state and country):

City:
CHICAGO

State:
Illinois

Country:
UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCE INSTITUTIONAL FUND - GLOBAL PLUS FIXED INCOME FUND

(b) Private fund identification number:
(include the "805-" prefix also)

805-2076572093

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder

funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

 Yes No

(b) If yes, does the private fund invest in funds managed by you or by a related person?

 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

 Yes No

10. What type of fund is the private fund?

- hedge fund
 liquidity fund
 private equity fund
 real estate fund
 securitized asset fund
 venture capital fund
 Other private fund **INSTITUTIONAL FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 53,821,042

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

1

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-77410

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit? (2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST COMPANY

(c) Primary business name of custodian:

NORTHERN TRUST

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCE INSTITUTIONAL FUND - INTERNATIONAL LARGE CAP GROWTH FUND

(b) Private fund identification number:

(include the "805-" prefix also)

805-6334528824

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

- (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

- (c) Is this a "feeder fund" in a master-feeder arrangement?

- (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

- (b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **INSTITUTIONAL FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 112,423,929

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

17

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

5%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No



19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No



21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-77410

B. SERVICE PROVIDERS**Auditors**

Yes No



23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No



(d) Is the auditing firm an independent public accountant?



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Yes No



Yes No

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
NORTHERN TRUST COMPANY

(c) Primary business name of custodian:
NORTHERN TRUST

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:
CHICAGO

State:

Illinois

Country:

UNITED STATES

(e) Is the custodian a related person of your firm?

Yes No



(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City: CHICAGO State: Illinois Country: UNITED STATES

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the

valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:
ALLIANCE INSTITUTIONAL FUND - STRATEGIC CORE-PLUS FIXED INCOME FUND
- (b) Private fund identification number:
(include the "805-" prefix also)
805-4577531680
2. Under the laws of what state or country is the private fund organized:
State: **Delaware** Country: **UNITED STATES**
3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)
4. The private fund (check all that apply; you must check at least one):
 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed
6. (a) Is this a "master fund" in a master-feeder arrangement?

Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"?

Yes No



(b) If yes, does the private fund invest in funds managed by you or by a related person?



NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

Yes No



10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **INSTITUTIONAL FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 45,406,648

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

3

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation

Yes No



D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-77410

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Yes No



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?



(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?



(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No



(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
NORTHERN TRUST COMPANY

(c) Primary business name of custodian:
NORTHERN TRUST

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:
CHICAGO

State:
Illinois

Country:
UNITED STATES

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-
CRD Number (if any):

Yes No

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses

more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:
ALLIANCE INSTITUTIONAL FUND - US SMALL CAP GROWTH FUND
- (b) Private fund identification number:
(include the "805-" prefix also)
805-7081783654
2. Under the laws of what state or country is the private fund organized:
State: **Delaware** Country: **UNITED STATES**
3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)
4. The private fund (check all that apply; you must check at least one):
 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed
6. (a) Is this a "master fund" in a master-feeder arrangement? Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed
- (c) Is this a "feeder fund" in a master-feeder arrangement? Yes No

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?
Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

- | | Yes | No |
|--|-----------------------|----------------------------------|
| 8. (a) Is this private fund a "fund of funds"? | <input type="radio"/> | <input checked="" type="radio"/> |
| (b) If yes, does the private fund invest in funds managed by you or by a related person? | <input type="radio"/> | <input type="radio"/> |

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

- | | Yes | No |
|--|-----------------------|----------------------------------|
| 9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? | <input type="radio"/> | <input checked="" type="radio"/> |

10. What type of fund is the private fund?

hedge fund
 liquidity fund
 private equity fund
 real estate fund
 securitized asset fund
 venture capital fund
 Other private fund **INSTITUTIONAL FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 27,269,078

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

5

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-77410

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Yes No



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?



(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?



(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No



(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold

Yes No



some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST

(c) Primary business name of custodian:

NORTHERN TRUST

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City:
CHICAGO

State:
Illinois

Country:
UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCE INSTITUTIONAL FUND - US STYLE BLEND FUND

(b) Private fund identification number:
(include the "805-" prefix also)

805-4068434644

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder

funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

 Yes No

(b) If yes, does the private fund invest in funds managed by you or by a related person?

 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

 Yes No

10. What type of fund is the private fund?

- hedge fund
 liquidity fund
 private equity fund
 real estate fund
 securitized asset fund
 venture capital fund
 Other private fund **INSTITUTIONAL FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 107,679,450

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

5

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-77410

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit? (2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST COMPANY

(c) Primary business name of custodian:
NORTHERN TRUST

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):
City: CHICAGO State: Illinois Country: UNITED STATES

(e) Is the custodian a related person of your firm? Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm? Yes No
- If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:
NORTHERN TRUST

(c) Location of administrator (city, state and country):
City: CHICAGO State: Illinois Country: UNITED STATES

(d) Is the administrator a related person of your firm? Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?
 Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN CURRENCY ALPHA MASTER FUND LTD.

(b) Private fund identification number:

(include the "805-" prefix also)

805-7187543251

2. Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

DENNIS HUNTER, KARLA BODDEN, MARK MANLEY

4. The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Cayman Islands - Cayman Islands Stock Exchange Authority

Yes No



6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN CURRENCY ALPHA FUND L.P.	805-7195257000

Yes No



- (c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 1 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN CURRENCY ALPHA FUND L.P.

(b) Private fund identification number:
(include the "805-" prefix also)

805-7195257000

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

BERNSTEIN ALTERNATIVE INVESTMENT MANAGEMENT LP

(e) The private fund (check all that apply; you must check at least one):



(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940



(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?



(b) If yes, does the private fund invest in funds managed by you or by a related person?



NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the private fund?



hedge fund



liquidity fund



private equity fund



real estate fund



securitized asset fund



venture capital fund



Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 12,587,907

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 1,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

6

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

1%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No



22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Yes No



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?



(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?



(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No



(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET CAYMAN TRUST CO, LTD

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city,

state and country):

City:

CAYMAN ISLANDS

State:

Country:

CAYMAN ISLANDS

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK

(c) Location of administrator (city, state and country):

City:

TORONTO

State:

Country:

CANADA

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN CURRENCY HIGH ALPHA MASTER FUND (US DOLLAR) LTD.

(b) Private fund identification number:
(include the "805-" prefix also)

805-9581139074

2. Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

DENNIS HUNTER, KARLA BODDEN, MARK MANLEY

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Cayman Islands - Cayman Islands Stock Exchange Authority

Yes No



6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN CURRENCY HIGH ALPHA FUND (US DOLLAR) L.P.	805-1050403836
ALLIANCEBERNSTEIN CURRENCY HIGH ALPHA FUND (US DOLLAR) LTD.	805-1431073936

Yes No



- (c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 2 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN CURRENCY HIGH ALPHA FUND (US DOLLAR) L.P.

(b) Private fund identification number:

(include the "805-" prefix also)

805-1050403836

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
--

BERNSTEIN ALTERNATIVE INVESTMENT MANAGEMENT LP
--

(e) The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN CURRENCY HIGH ALPHA FUND (US DOLLAR) LTD.

(b) Private fund identification number:
(include the "805-" prefix also)

805-1431073936

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
--

DENNIS HUNTER, KARLA BODDEN, MARK MANLEY
--

(e) The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Other - CAYMAN ISLANDS MONETARY AUTHORITY

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 166,645,445

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

0

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

1%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No



22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Yes No



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?



Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET CAYMAN TRUST CO, LTD

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CAYMAN ISLANDS

State:

Country:

CAYMAN ISLANDS

Yes No

(e) Is the custodian a related person of your firm?



(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK

(c) Location of administrator (city, state and country):

City:

TORONTO

State:

Country:

CANADA

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

 Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder,

introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:
ALLIANCEBERNSTEIN EMERGING MARKETS CURRENCY ALPHA FUND L.P.
- (b) Private fund identification number:
 (include the "805-" prefix also)
805-9977861522

2. Under the laws of what state or country is the private fund organized:
 State: Delaware Country: UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
BERNSTEIN ALTERNATIVE INVESTMENT MANAGEMENT LP

4. The private fund (check all that apply; you must check at least one):
 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

6. (a) Is this a "master fund" in a master-feeder arrangement? Yes No
- (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

- (c) Is this a "feeder fund" in a master-feeder arrangement? Yes No

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
 (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 24,313,031

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 1,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

19

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

1%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-163715

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit? Yes No

(2) Are the financial statements prepared in accordance with U.S. GAAP? Yes No

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant? Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board? Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian:

STATE STREET BANK & TRUST COMPANY

- (c) Primary business name of custodian:

STATE STREET BANK

- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

BOSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

- (e) Is the custodian a related person of your firm?

- (f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK

(c) Location of administrator (city, state and country):

City:

TORONTO

State:

Country:

CAYMAN ISLANDS

Yes No

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN ENHANCED ALPHA MASTER FUND LTD.

- (b) Private fund identification number:
(include the "805-" prefix also)

805-4165429598

2. Under the laws of what state or country is the private fund organized:

State: Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
BERNSTEIN ALTERNATIVE INVESTMENT MANAGEMENT, L.P.

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Other - CAYMAN ISLANDS MONETARY AUTHORITY

6. (a) Is this a "master fund" in a master-feeder arrangement?

Yes No

- (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN ENHANCED ALPHA FUND L.P.	805-2557550805

- (c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No

- (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 1 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

- (a) Name of the private fund:

ALLIANCEBERNSTEIN ENHANCED ALPHA FUND L.P.

- (b) Private fund identification number:
(include the "805-" prefix also)

805-2557550805

- (c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

- (d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

BERNSTEIN ALTERNATIVE INVESTMENT MANAGEMENT, L.P.

- (e) The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

- (f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"?

Yes No



- (b) If yes, does the private fund invest in funds managed by you or by a related person?



NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its

total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 47,141,467

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 3,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

8

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

91%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?



(g) Are the private fund's audited financial statements distributed to the private fund's investors?



(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?



If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK CAYMAN TRUST COMPANY LTD

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CAYMAN ISLANDS

State:

Country:

CAYMAN ISLANDS

	Yes	No
(e) Is the custodian a related person of your firm?	<input type="radio"/>	<input checked="" type="radio"/>
(f) If the custodian is a broker-dealer, provide its SEC registration number (if any) - CRD Number (if any):		

Administrator

	Yes	No
26. (a) Does the private fund use an administrator other than your firm?	<input checked="" type="radio"/>	<input type="radio"/>
If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.		

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.		
(b) Name of the administrator: STATE STREET BANK CAYMAN TRUST COMPANY LTD		
(c) Location of administrator (city, state and country): City: CAYMAN ISLANDS State: Country: CAYMAN ISLANDS		
(d) Is the administrator a related person of your firm?	<input type="radio"/>	<input checked="" type="radio"/>
(e) Does the administrator prepare and send investor account statements to the private fund's investors? <input type="radio"/> Yes (provided to all investors) <input type="radio"/> Some (provided to some but not all investors) <input checked="" type="radio"/> No (provided to no investors)		
(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable." ALLIANCEBERNSTEIN L.P.		

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?
83%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

- | | Yes | No |
|--|-----------------------|----------------------------------|
| 28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes? | <input type="radio"/> | <input checked="" type="radio"/> |
- You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:
ALLIANCEBERNSTEIN EVENT DRIVEN OPPORTUNITIES MASTER FUND LP
- (b) Private fund identification number:
(include the "805-" prefix also)
805-6231017849
2. Under the laws of what state or country is the private fund organized:
State: Country:
CAYMAN ISLANDS
3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
ALLIANCEBERNSTEIN EVENT DRIVEN OPPORTUNITIES MANAGEMENT, LLC
4. The private fund (check all that apply; you must check at least one):
 - (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Other - CAYMAN ISLANDS MONETARY AUTHORITY

Yes No



6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN EVENT DRIVEN OPPORTUNITIES FUND DELAWARE LP	805-9395841392

Yes No



(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 1 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN EVENT DRIVEN OPPORTUNITIES FUND DELAWARE LP

(b) Private fund identification number:
(include the "805-" prefix also)

805-9395841392

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN EVENT DRIVEN OPPORTUNITIES MANAGEMENT, LLC

(e) The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
- venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 25,891,462

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if

different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

2

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

100%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit? Yes No
- (2) Are the financial statements prepared in accordance with U.S. GAAP? Yes No

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant? Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board? Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 2 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

CREDIT SUISSE SECURITIES (USA) LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 422

CRD Number (if any):

816

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

Yes No

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK CAYMAN TRUST COMPANY LTD

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CAYMAN ISLANDS

State:

Country:

CAYMAN ISLANDS

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK CAYMAN TRUST COMPANY LTD

(c) Location of administrator (city, state and country):

City:

CAYMAN ISLANDS

State:

Country:

CAYMAN ISLANDS

Yes No

(d) Is the administrator a related person of your firm?

 Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN, L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

90%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

 Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN GLOBAL DIVERSIFIED STRATEGIES L.P. - HEDGE FUND A

(b) Private fund identification number:
(include the "805-" prefix also)

805-1060711253

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

BERNSTEIN ALTERNATIVE INVESTMENT MANAGEMENT LP

4. The private fund (check all that apply; you must check at least one):



(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940



(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?



(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also

be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

 Yes No

(b) If yes, does the private fund invest in funds managed by you or by a related person?

 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

 Yes No

10. What type of fund is the private fund?

- hedge fund
 liquidity fund
 private equity fund
 real estate fund
 securitized asset fund
 venture capital fund
 Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 107,024,298

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

102

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

14%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-98957

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city,

state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

- | | |
|--|--|
| | Yes No |
| (d) Is the auditing firm an independent public accountant? | <input checked="" type="radio"/> <input type="radio"/> |
| (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? | <input checked="" type="radio"/> <input type="radio"/> |
| (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? | <input checked="" type="radio"/> <input type="radio"/> |

- | | |
|---|--|
| | Yes No |
| (g) Are the private fund's audited financial statements distributed to the private fund's investors? | <input checked="" type="radio"/> <input type="radio"/> |
| (h) Does the report prepared by the auditing firm contain an unqualified opinion? | |
| <input checked="" type="radio"/> Yes <input type="radio"/> No <input type="radio"/> Report Not Yet Received | |

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

- | | |
|--|--|
| | Yes No |
| 24. (a) Does the private fund use one or more prime brokers? | <input checked="" type="radio"/> <input type="radio"/> |

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 2 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

CREDIT SUISSE SECURITIES (USA) LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 422

CRD Number (if any):

816

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

	Yes No
(e) Does this prime broker act as custodian for some or all of the private fund's assets?	<input type="radio"/> <input checked="" type="radio"/>

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

	Yes No
(e) Does this prime broker act as custodian for some or all of the private fund's assets?	<input type="radio"/> <input checked="" type="radio"/>

Custodian

	Yes No
25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	<input checked="" type="radio"/> <input type="radio"/>

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: BOSTON	State: Massachusetts	Country: UNITED STATES	
			Yes No
(e) Is the custodian a related person of your firm?			<input type="radio"/> <input checked="" type="radio"/>
(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)			
-			
CRD Number (if any):			

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:
STATE STREET BANK

(c) Location of administrator (city, state and country):

City: TORONTO	State:	Country: CANADA
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(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."
ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN GLOBAL DIVERSIFIED STRATEGIES L.P. - HEDGE FUND B

(b) Private fund identification number:
(include the "805-" prefix also)

805-2123899075

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

BERNSTEIN ALTERNATIVE INVESTMENT MANAGEMENT LP

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the

private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

- (c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund

venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 268,716,215

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

91

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

66%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-98936

B. SERVICE PROVIDERS**Auditors**

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 2 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

CREDIT SUISSE SECURITIES (USA) LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 422

CRD Number (if any):

816

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:	State:	Country:
NEW YORK	New York	UNITED STATES

(e) Does this prime broker act as custodian for some or all of the private fund's assets? Yes No

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? Yes No
-
- If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:
STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:	State:	Country:
BOSTON	Massachusetts	UNITED STATES

(e) Is the custodian a related person of your firm? Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm? Yes No
-
- If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each

administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK

(c) Location of administrator (city, state and country):

City:

TORONTO

State:

Country:

CANADA

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN GLOBAL DIVERSIFIED STRATEGIES LTD. - HEDGE FUND A

(b) Private fund identification number:
(include the "805-" prefix also)

805-9606306394

2. Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

DENNIS HUNTER, KARLA BODDEN, MARK MANLEY

4. The private fund (check all that apply; you must check at least one):

 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Other - CAYMAN ISLANDS MONETARY AUTHORITY

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

- | | Yes | No |
|--|-----------------------|----------------------------------|
| 8. (a) Is this private fund a "fund of funds"? | <input type="radio"/> | <input checked="" type="radio"/> |
| (b) If yes, does the private fund invest in funds managed by you or by a related person? | <input type="radio"/> | <input type="radio"/> |

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

- | | Yes | No |
|--|-----------------------|----------------------------------|
| 9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? | <input type="radio"/> | <input checked="" type="radio"/> |

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 18,614,115

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

20

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

9%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Yes No

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?



(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?



(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No



(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 2 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

CREDIT SUISSE SECURITIES (USA) LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 422

CRD Number (if any):

816

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

BOSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK

(c) Location of administrator (city, state and country):

City:

TORONTO

State:

Country:

CANADA

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

- Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN GLOBAL DIVERSIFIED STRATEGIES LTD. - MASTER FUND B

(b) Private fund identification number:

(include the "805-" prefix also)

805-1063923451

2. Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
DENNIS HUNTER, KARLA BODDEN, MARK MANLEY

4. The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Other - CAYMAN ISLANDS MONETARY AUTHORITY

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement? Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN GLOBAL DIVERSIFIED STRATEGIES (STERLING MANAGED) LTD. - HEDGE FUND B	805-4786993656
ALLIANCEBERNSTEIN GLOBAL DIVERSIFIED STRATEGIES (USD MANAGED) LTD. - HEDGE FUND B	805-2782124926

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement? Yes No

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 2 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following
--

questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN GLOBAL DIVERSIFIED STRATEGIES (STERLING MANAGED) LTD. - HEDGE FUND B

(b) Private fund identification number:
(include the "805-" prefix also)

805-4786993656

(c) Under the laws of what state or country is the private fund organized:

State: Country:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
DENNIS HUNTER, KARLA BODDEN, MARK MANLEY

(e) The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN GLOBAL DIVERSIFIED STRATEGIES (USD MANAGED) LTD. - HEDGE FUND B

(b) Private fund identification number:
(include the "805-" prefix also)

805-2782124926

(c) Under the laws of what state or country is the private fund organized:

State: Country:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

DENNIS HUNTER, KARLA BODDEN, MARK MANLEY

(e) The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"?

Yes No



(b) If yes, does the private fund invest in funds managed by you or by a related person?



NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

Yes No



10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 97,665,351

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

89

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

2%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

23%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No



22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit? Yes No
- (2) Are the financial statements prepared in accordance with U.S. GAAP? Yes No

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

- (d) Is the auditing firm an independent public accountant? Yes No
- (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? Yes No
- (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

- (g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No
- (h) Does the report prepared by the auditing firm contain an unqualified opinion? Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker

the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 2 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

CREDIT SUISSE SECURITIES (USA) LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 422

CRD Number (if any):

816

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

Yes No



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

Yes No



Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian:

STATE STREET BANK AND TRUST CO

- (c) Primary business name of custodian:

STATE STREET BANK AND TRUST CO

- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

BOSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

- (e) Is the custodian a related person of your firm?

- (f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

- (b) Name of the administrator:

STATE STREET BANK

(c) Location of administrator (city, state and country):

City:

TORONTO

State:

Country:

CANADA

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN INTERNATIONAL ALL-COUNTRY PASSIVE SERIES

(b) Private fund identification number:

(include the "805-" prefix also)

805-2453565802

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

WILMINGTON TRUST COMPANY

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

 Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

 Yes No

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No

10. What type of fund is the private fund?
- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **INSTITUTIONAL FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:
\$ 0

Ownership

12. Minimum investment commitment required of an investor in the private fund:
\$ 5,000,000
- NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).
13. Approximate number of the private fund's beneficial owners:
2
14. What is the approximate percentage of the private fund beneficially owned by you and your related person:
1%
15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:
0%
16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-1

B. SERVICE PROVIDERS**Auditors**

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
STATE STREET BANK & TRUST COMPANY

(c) Primary business name of custodian:
SSB

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):
City: TORONTO State: Country: CANADA

(e) Is the custodian a related person of your firm? Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
8 - 73
CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm? Yes No
- If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:
SSB

(c) Location of administrator (city, state and country):
City: TORONTO State: Country: CANADA

(d) Is the administrator a related person of your firm? Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?
 Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN INTERNATIONAL STRATEGIC VALUE SERIES

(b) Private fund identification number:
(include the "805-" prefix also)

805-4204088510

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or

registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **INSTITUTIONAL FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 80,779,064

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

4

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No



19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No



21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-67332

B. SERVICE PROVIDERS

Auditors

Yes No



23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No



(d) Is the auditing firm an independent public accountant?



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
NORTHERN TRUST COMPANY

(c) Primary business name of custodian:
NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:
CHICAGO

State:
Illinois

Country:
UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-
CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City: CHICAGO State: Illinois Country: UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that

asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN LEGACY SECURITIES MASTER FUND L.P.

(b) Private fund identification number:
(include the "805-" prefix also)

805-6590227211

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
ALLIANCEBERNSTEIN LEGACY SECURITIES MANAGEMENT, L.P.

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN LEGACY SECURITIES (C1), L.P.	805-2221478970
ALLIANCEBERNSTEIN LEGACY SECURITIES (DELAWARE) L.P.	805-9030387591

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 2 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN LEGACY SECURITIES (C1), L.P.

(b) Private fund identification number:
(include the "805-" prefix also)

805-2221478970

(c) Under the laws of what state or country is the private fund organized:

State: Country:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
ALLIANCEBERNSTEIN LEGACY SECURITIES MANAGEMENT, LTD.

(e) The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Other - CAYMAN ISLANDS MONETARY AUTHORITY

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN LEGACY SECURITIES (DELAWARE) L.P.

(b) Private fund identification number:

(include the "805-" prefix also)

805-9030387591

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
ALLIANCEBERNSTEIN LEGACY SECURITIES MANAGEMENT, L.P.

(e) The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

 Yes No

(b) If yes, does the private fund invest in funds managed by you or by a related person?

 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

 Yes No

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 4,295,522,703

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 10,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

22

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

1%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

76%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

Name of Other Adviser to private fund	SEC file number	CRD number
GREENFIELD PARTNERS, LLC	801-72720	155968

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit? (2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

(c) Primary business name of custodian:

BONY MELLON

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

BNY MELLON

(c) Location of administrator (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

BONY

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN MULTI-MANAGER HEDGE FUND PORTFOLIO LTD.

(b) Private fund identification number:
(include the "805-" prefix also)

805-6375580002

2. Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

DENNIS HUNTER, KARLA BODDEN, MARK MANLEY

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Other - CAYMAN ISLANDS MONETARY AUTHORITY

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or

registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 52,309,955

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

11

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

75%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

10%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No



19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No



21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-166625

B. SERVICE PROVIDERS

Auditors

Yes No



23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No



(d) Is the auditing firm an independent public accountant?



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

TORONTO

State:

Country:

CANADA

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-
CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

INTERNATIONAL FUND SERVICES

(c) Location of administrator (city, state and country):

City:

DUBLIN

State:

Country:

IRELAND

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that

asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN RECOVERY ASSET SECURITIES MASTER FUND, L.P.

(b) Private fund identification number:
(include the "805-" prefix also)

805-7678703115

2. Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN RECOVERY ASSET SECURITIES MANAGEMENT LLC

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Other - CAYMAN ISLANDS MONETARY AUTHORITY

Yes No



6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN RECOVERY ASSET SECURITIES CAYMAN FUND, L.P.	805-7934327680
ALLIANCEBERNSTEIN RECOVERY ASSET SECURITIES DELAWARE FUND, L.P.	805-3930673392

Yes No



(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 2 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN RECOVERY ASSET SECURITIES CAYMAN FUND, L.P.

(b) Private fund identification number:
(include the "805-" prefix also)

805-7934327680

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN RECOVERY ASSET SECURITIES MANAGEMENT LLC

(e) The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Other - CAYMAN ISLANDS MONETARY AUTHORITY

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN RECOVERY ASSET SECURITIES DELAWARE FUND, L.P.

(b) Private fund identification number:
(include the "805-" prefix also)

805-3930673392

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN RECOVERY ASSET SECURITIES MANAGEMENT LLC

(e) The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 0

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

0

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No

20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Yes No

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete

questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK CAYMAN TRUST COMPANY LTD

(c) Primary business name of custodian:

STATE STREET BANK CAYMAN TRUST COMPANY LTD

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CAYMAN ISLANDS

State:

Country:

CAYMAN ISLANDS

(e) Is the custodian a related person of your firm?

Yes No



(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No



If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK CAYMAN TRUST COMPANY LTD

(c) Location of administrator (city, state and country):

City:

CAYMAN ISLANDS

State:

Country:

CAYMAN ISLANDS

(d) Is the administrator a related person of your firm?

Yes No



(e) Does the administrator prepare and send investor account statements to the private fund's investors?

- Yes (provided to all investors)
 Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

STATE STREET BANK AND TRUST COMPANY

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes? Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN SELECT PANORAMA FUND, L.P.

(b) Private fund identification number:
(include the "805-" prefix also)

805-5252286259

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
--

ALLIANCEBERNSTEIN SELECT PANORAMA MANAGEMENT, L.P.
--

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 14,126,549

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 0

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

5

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

100%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-173862

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board? Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Yes No

Yes No

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets? Yes No

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

BOSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

INTERNATIONAL FUND SERVICES

(c) Location of administrator (city, state and country):	
City: DUBLIN	State: Country: IRELAND
(d) Is the administrator a related person of your firm?	Yes No <input type="radio"/> <input checked="" type="radio"/>
(e) Does the administrator prepare and send investor account statements to the private fund's investors?	
<input checked="" type="radio"/> Yes (provided to all investors) <input type="radio"/> Some (provided to some but not all investors) <input type="radio"/> No (provided to no investors)	
(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable." IFS	

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

		Yes No
28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?		<input type="radio"/> <input checked="" type="radio"/>
<p>You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.</p>		

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

- (a) Name of the private fund:
ALLIANCEBERNSTEIN SELECT US EQUITY HOLDINGS LP
- (b) Private fund identification number:
(include the "805-" prefix also)

805-4379556060

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
ALLIANCEBERNSTEIN SELECT US EQUITY MANAGEMENT LLC

4. The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?



(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN SELECT US EQUITY (BVI) LIMITED	805-7151027046
ALLIANCEBERNSTEIN SELECT US EQUITY LLC	805-5344596545

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 2 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN SELECT US EQUITY (BVI) LIMITED

(b) Private fund identification number:
(include the "805-" prefix also)

805-7151027046

(c) Under the laws of what state or country is the private fund organized:

State: Country:

BRITISH VIRGIN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN SELECT US EQUITY MANAGEMENT LLC

(e) The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN SELECT US EQUITY LLC

(b) Private fund identification number:
(include the "805-" prefix also)

805-5344596545

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN SELECT US EQUITY MANAGEMENT LLC

(e) The private fund (check all that apply; you must check at least one):



(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940



(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?



(b) If yes, does the private fund invest in funds managed by you or by a related person?



NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the private fund?



hedge fund



liquidity fund



private equity fund



real estate fund



securitized asset fund



venture capital fund



Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 506,693,158

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

32

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

1%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

1%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No



22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Yes No



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?



(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?



(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No



(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city,

state and country):

City:

BOSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

INTERNATIONAL FUND SERVICES

(c) Location of administrator (city, state and country):

City:

DUBLIN

State:

Country:

IRELAND

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT HOLDINGS LP

(b) Private fund identification number:
(include the "805-" prefix also)

805-6346375854

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT MANAGEMENT LLC

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the

private fund is registered.

No Information Filed

Yes No



6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT (BVI) LIMITED	805-6929989379
ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT LLC	805-9360655728

Yes No



(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 2 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT (BVI) LIMITED

(b) Private fund identification number:

(include the "805-" prefix also)

805-6929989379

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

BRITISH VIRGIN ISLANDS

- (d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT MANAGEMENT LLC

- (e) The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

- (f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

- (a) Name of the private fund:

ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT LLC

- (b) Private fund identification number:
(include the "805-" prefix also)

805-9360655728

- (c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

- (d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT MANAGEMENT LLC

- (e) The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

- (f) List the name and country, in English, of each foreign financial regulatory authority with which

the private fund is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"? Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
10. What type of fund is the private fund?
- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
- venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 100,415,744

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

1

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

100%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f)

separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

 Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

BOSTON

Massachusetts

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

INTERNATIONAL FUND SERVICES

(c) Location of administrator (city, state and country):

City:

DUBLIN

State:

Country:

IRELAND

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN STRATEGIC OPPORTUNITIES FUND LP

(b) Private fund identification number:

(include the "805-" prefix also)

805-7066892619

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
--

ALLIANCEBERNSTEIN STRATEGIC OPPORTUNITIES MANAGEMENT L.P.

4. The private fund (check all that apply; you must check at least one):



(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940



(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No



6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN STRATEGIC OPPORTUNITIES CAYMAN FEEDER LP	805-1161322981

Yes No



(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 1 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN STRATEGIC OPPORTUNITIES CAYMAN FEEDER LP

(b) Private fund identification number:
(include the "805-" prefix also)

805-1161322981

(c) Under the laws of what state or country is the private fund organized:

State: Country:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN STRATEGIC OPPORTUNITIES MANAGEMENT L.P.

(e) The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Other - CAYMAN ISLANDS MONETARY AUTHORITY

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No
10. What type of fund is the private fund?
 hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:
 \$ 156,805,071

Ownership

12. Minimum investment commitment required of an investor in the private fund:
 \$ 10,000,000
 NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).
13. Approximate number of the private fund's beneficial owners:
 27
14. What is the approximate percentage of the private fund beneficially owned by you and your related person:
 1%
15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:
 0%
16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

69%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-140645

B. SERVICE PROVIDERS**Auditors**

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 2 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

CREDIT SUISSE SECURITIES OF AMERICA, LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 42

CRD Number (if any):

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City: State: Country:
 NEW YORK New York UNITED STATES

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:
 MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):
 8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City: State: Country:
 NEW YORK New York UNITED STATES

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

Yes No

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
 STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:
 STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: **BOSTON** State: **Massachusetts** Country: **UNITED STATES**

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-
CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK AND TRUST COMPANY

(c) Location of administrator (city, state and country):

City: **BOSTON** State: **Massachusetts** Country: **UNITED STATES**

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN STRATEGIES DBT - US STRATEGIC VALUE EXTENSION SERIES

- (b) Private fund identification number:
(include the "805-" prefix also)

805-3856778697

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), NORTHERN TRUST COMPANY OF DELAWARE (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):



(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of

the Investment Company Act of 1940



(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?



(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

- (c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?



(b) If yes, does the private fund invest in funds managed by you or by a related person?



NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market



funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund
 liquidity fund
 private equity fund
 real estate fund
 securitized asset fund
 venture capital fund
 Other private fund **DELAWARE BUSINESS TRUST**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 63,104,880

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

2

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

2%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No



19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

Yes No



21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-124850

B. SERVICE PROVIDERS**Auditors**

Yes No



23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No



(d) Is the auditing firm an independent public accountant?



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?



(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST COMPANY

(c) Primary business name of custodian:

NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

(e) Is the custodian a related person of your firm? Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-
CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm? Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City: CHICAGO State: Illinois Country: UNITED STATES

Yes No

(d) Is the administrator a related person of your firm? Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN TAIL HEDGE MASTER FUND LTD.

- (b) Private fund identification number:
(include the "805-" prefix also)

805-9277956600

2. Under the laws of what state or country is the private fund organized:

State: Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

DENNIS HUNTER, KARLA BODDEN, MARK MANLEY

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Other - CAYMAN ISLANDS MONETARY AUTHORITY

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN TAIL HEDGE FUND (CAYMAN), L.P.	805-1793083220
ALLIANCEBERNSTEIN TAIL HEDGE FUND (DELAWARE), L.P.	805-8147500406

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 2 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN TAIL HEDGE FUND (CAYMAN), L.P.

(b) Private fund identification number:
(include the "805-" prefix also)

805-1793083220

(c) Under the laws of what state or country is the private fund organized:

State: Country:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN TAIL HEDGE MANAGEMENT, LLC

(e) The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority
Other - CAYMAN ISLANDS MONETARY AUTHORITY

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN TAIL HEDGE FUND (DELAWARE), L.P.

(b) Private fund identification number:
(include the "805-" prefix also)

805-8147500406

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
ALLIANCEBERNSTEIN TAIL HEDGE MANAGEMENT, LLC

(e) The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder

funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 25,035,000

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

3

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

1%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city,

state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET CAYMAN TRUST LTD.

(c) Primary business name of custodian:
STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):
City: CAYMAN ISLANDS State: Country: CAYMAN ISLANDS

(e) Is the custodian a related person of your firm? Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm? Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:
STATE STREET BANK

(c) Location of administrator (city, state and country):
City: TORONTO State: Country: CANADA

(d) Is the administrator a related person of your firm? Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?
 Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the

(rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS L.P.

- (b) Private fund identification number:
(include the "805-" prefix also)

805-5553062873

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS G.P. L.P.

4. The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
ALLIANCEBERNSTEIN U.S. REAL ESTATE (EMPLOYEE) FUND, L.P.	805-1188688689
ALLIANCEBERNSTEIN U.S. REAL ESTATE (HNW) FUND, L.P.	805-7591103848

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 2 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:
ALLIANCEBERNSTEIN U.S. REAL ESTATE (EMPLOYEE) FUND, L.P.

(b) Private fund identification number:
(include the "805-" prefix also)
805-1188688689

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS G.P. L.P.

(e) The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

ALLIANCEBERNSTEIN U.S. REAL ESTATE (HNW) FUND, L.P.

(b) Private fund identification number:

(include the "805-" prefix also)

805-7591103848

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS G.P. L.P.

(e) The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No

10. What type of fund is the private fund?
 hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:
 \$ 565,192,469

Ownership

12. Minimum investment commitment required of an investor in the private fund:
 \$ 40,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:
 280

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

31%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

43%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-154069

021-154072

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit? Yes No

(2) Are the financial statements prepared in accordance with U.S. GAAP? Yes No

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant? Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board? Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

No Information Filed

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

- (b) Name of the administrator:

STATE STREET BANK & TRUST

- (c) Location of administrator (city, state and country):

City:

BOSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

- (d) Is the administrator a related person of your firm?

- (e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

- (f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN US LONG DURATION BOND SERIES

- (b) Private fund identification number:
(include the "805-" prefix also)

805-9971680381

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

WILMINGTON TRUST COMPANY

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds

investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **INSTITUTIONAL FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 14,327,038

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

2

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No



22. If yes, provide the private fund's Form D file number (if any):
No Information Filed

B. SERVICE PROVIDERS

Auditors

- | | Yes | No |
|---|----------------------------------|-----------------------|
| 23. (a) (1) Are the private fund's financial statements subject to an annual audit? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? | <input checked="" type="radio"/> | <input type="radio"/> |

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

North Carolina

Country:

UNITED STATES

- | | Yes | No |
|--|----------------------------------|-----------------------|
| (d) Is the auditing firm an independent public accountant? | <input checked="" type="radio"/> | <input type="radio"/> |
| (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? | <input checked="" type="radio"/> | <input type="radio"/> |
| (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? | <input checked="" type="radio"/> | <input type="radio"/> |

- | | Yes | No |
|--|----------------------------------|-----------------------|
| (g) Are the private fund's audited financial statements distributed to the private fund's investors? | <input checked="" type="radio"/> | <input type="radio"/> |
| (h) Does the report prepared by the auditing firm contain an unqualified opinion? | <input checked="" type="radio"/> | <input type="radio"/> |

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

THERE IS NO PRIME BROKER

(c) If the prime broker is registered with the SEC, its registration number:

8 - 11111

CRD Number (if any):

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

State:

Country:

NOWHERE

OTHER

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK & TRUST COMPANY

(c) Primary business name of custodian:

SSB

(d) The location of the custodian's office responsible for custody of the private fund's assets (city,

state and country):

City:
TORONTO

State:

Country:

CANADA

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

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CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

SSB

(c) Location of administrator (city, state and country):

City:
TORONTO

State:

Country:

CANADA

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes? Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN US MID CAP FUNDAMENTAL GROWTH SERIES

(b) Private fund identification number:
(include the "805-" prefix also)

805-8208160261

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

WILMINGTON TRUST COMPANY

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

- (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

- (c) Is this a "feeder fund" in a master-feeder arrangement?

- (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

- (b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund
 liquidity fund
 private equity fund
 real estate fund
 securitized asset fund
 venture capital fund
 Other private fund **INSTITUTIONAL FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 4,683,910

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

7

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

75%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? Yes No

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-1

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit? Yes No

(2) Are the financial statements prepared in accordance with U.S. GAAP? Yes No

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant? Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board? Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
STATE STREET BANK & TRUST COMPANY

(c) Primary business name of custodian:
SSB

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: TORONTO State: Country: CAYMAN ISLANDS

Yes No

(e) Is the custodian a related person of your firm? Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 73
CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

SSB

(c) Location of administrator (city, state and country):

City:

TORONTO

State:

Country:

CANADA

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder,

introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:
BERNSTEIN ADVANCED VALUE L.P.
- (b) Private fund identification number:
(include the "805-" prefix also)
805-1849171615
2. Under the laws of what state or country is the private fund organized:
State: **Delaware** Country: **UNITED STATES**
3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
ALLIANCEBERNSTEIN ADVANCED VALUE MANAGEMENT LP
4. The private fund (check all that apply; you must check at least one):
 - (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed
6. (a) Is this a "master fund" in a master-feeder arrangement? Yes No
- (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed
- (c) Is this a "feeder fund" in a master-feeder arrangement? Yes No

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
 (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 115,462,791

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

93

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

8%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

Yes No



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-56614

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit? Yes No

(2) Are the financial statements prepared in accordance with U.S. GAAP? Yes No

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant? Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board? Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 2 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

CREDIT SUISSE SECURITIES (USA) LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 422

CRD Number (if any):

816

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?



Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold

Yes No

some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

BOSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 73

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK

(c) Location of administrator (city, state and country):

City:
TORONTO

State:

Country:

CANADA

Yes No

(d) Is the administrator a related person of your firm?



(e) Does the administrator prepare and send investor account statements to the private fund's investors?

- Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

BERNSTEIN ALTERNATIVE INVESTMENT STRATEGIES, LLC - BERNSTEIN ALTERNATIVE INVESTMENT STRATEGIES

(b) Private fund identification number:
(include the "805-" prefix also)

805-6053056176

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

BERNSTEIN ALTERNATIVE STRATEGIES MANAGEMENT, LP

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"? Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No

10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 319,315,897

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

377

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

6%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-155283

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit? (2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

TORONTO

State:

Country:

CANADA

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

INTERNATIONAL FUND SERVICES

(c) Location of administrator (city, state and country):

City:

DUBLIN

State:

Country:

IRELAND

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

 Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

BERNSTEIN ALTERNATIVE INVESTMENT STRATEGIES, LLC - BERNSTEIN MULTI-MANAGER HEDGE FUND PORTFOLIO

(b) Private fund identification number:

(include the "805-" prefix also)

805-6376864156

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

BERNSTEIN ALTERNATIVE STRATEGIES MANAGEMENT, LP

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or

registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 182,825,806

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

230

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

15%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No



19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No



21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No



23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No



(d) Is the auditing firm an independent public accountant?



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Yes No

Yes No

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
STATE STREET BANK

(c) Primary business name of custodian:
STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:
TORONTO

State:

Country:

CANADA

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

Administrator

Yes No



26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

INTERNATIONAL FUND SERVICES

(c) Location of administrator (city, state and country):

City: DUBLIN State: Country: IRELAND

Yes No



(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the

valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:
BERNSTEIN GLOBAL DIVERSIFIED HEDGE FUND L.P.
- (b) Private fund identification number:
(include the "805-" prefix also)
805-7207028445
2. Under the laws of what state or country is the private fund organized:
State: **Delaware** Country: **UNITED STATES**
3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
BERNSTEIN GLOBAL DIVERSIFIED MANAGEMENT LP
4. The private fund (check all that apply; you must check at least one):
 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed
6. (a) Is this a "master fund" in a master-feeder arrangement?

Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

(c) Is this a "feeder fund" in a master-feeder arrangement?

Yes No



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"?

Yes No



(b) If yes, does the private fund invest in funds managed by you or by a related person?



NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

Yes No



10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **N/A - FEEDER FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 0

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

0

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Regulation

Yes No



D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-46687

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Yes No

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City: **BOSTON** State: **Massachusetts** Country: **UNITED STATES**

(e) Is the custodian a related person of your firm?

Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 73
 CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK

(c) Location of administrator (city, state and country):

City: **TORONTO** State: Country: **CANADA**

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the

(rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

BERNSTEIN GLOBAL DIVERSIFIED PLUS HEDGE FUND L.P.

- (b) Private fund identification number:

(include the "805-" prefix also)

805-5526494910

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

BERNSTEIN GLOBAL DIVERSIFIED MANAGEMENT LP

4. The private fund (check all that apply; you must check at least one):



(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of

the Investment Company Act of 1940



(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?



(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

- (c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

ALLIANCEBERNSTEIN GLOBAL DIVERSIFIED STRATEGIES L.P. - HEDGE FUND B

Private Fund Identification Number:

(include the "805-" prefix also)

805-2123899075

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?



(b) If yes, does the private fund invest in funds managed by you or by a related person?



NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market



funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund
 liquidity fund
 private equity fund
 real estate fund
 securitized asset fund
 venture capital fund
 Other private fund **N/A - FEEDER FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 0

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

0

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No



19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

Yes No



21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-76927

B. SERVICE PROVIDERS**Auditors**

Yes No



23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No



(d) Is the auditing firm an independent public accountant?



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?



(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 1 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(e) Does this prime broker act as custodian for some or all of the private fund's assets? Yes No

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

BOPSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 73

CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK

(c) Location of administrator (city, state and country):

City:

TORONTO

State:

Country:

CANADA

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

- Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

BERNSTEIN GLOBAL OPPORTUNITIES L.P.

(b) Private fund identification number:
 (include the "805-" prefix also)

805-8930910816

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director
--

BERNSTEIN GLOBAL OPPORTUNITIES MANAGEMENT LP
--

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No

10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 2,079,224,201

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

360

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

15%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-56633

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

State:

Country:

NEW YORK

	New York	UNITED STATES	Yes	No
(d) Is the auditing firm an independent public accountant?			<input checked="" type="radio"/>	<input type="radio"/>
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?			<input checked="" type="radio"/>	<input type="radio"/>
(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?			<input checked="" type="radio"/>	<input type="radio"/>

- (g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No
- (h) Does the report prepared by the auditing firm contain an unqualified opinion? Yes No Report Not Yet Received
- If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No
- If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

Additional Prime Broker Information : 2 Record(s) Filed.

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:
CREDIT SUISSE SECURITIES (USA) LLC

(c) If the prime broker is registered with the SEC, its registration number:
8 - 422
CRD Number (if any):
816

(d) Location of prime broker's office used principally by the private fund (city, state and country):
City: NEW YORK State: New York Country: UNITED STATES

(e) Does this prime broker act as custodian for some or all of the private fund's assets? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

(b) Name of the prime broker:

MORGAN STANLEY & CO. LLC

(c) If the prime broker is registered with the SEC, its registration number:

8 - 15869

CRD Number (if any):

8209

(d) Location of prime broker's office used principally by the private fund (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(e) Does this prime broker act as custodian for some or all of the private fund's assets?



Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET BANK AND TRUST COMPANY

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

BOSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

8 - 73

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK AND TRUST

(c) Location of administrator (city, state and country):

City:

BOSTON

State:

Massachusetts

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:
BERNSTEIN GLOBAL OPPORTUNITIES OFFSHORE (CAYMAN) LTD.
- (b) Private fund identification number:
(include the "805-" prefix also)
805-4075338293
2. Under the laws of what state or country is the private fund organized:
State: Country:
CAYMAN ISLANDS
3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):
Name of General Partner, Manager, Trustee, or Director
DENNIS HUNTER, KARLA BODDEN, MARK MANLEY
4. The private fund (check all that apply; you must check at least one):
 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Other - CAYMAN ISLANDS MONETARY AUTHORITY

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 38,957,757

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

62

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

16%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

25%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

STATE STREET CAYMAN TRUST LTD.

(c) Primary business name of custodian:

STATE STREET BANK

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CAYMAN ISLANDS

State:

Country:

CAYMAN ISLANDS

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

STATE STREET BANK CAYMAN TRUST COMPANY LTD

(c) Location of administrator (city, state and country):

City:

State:

Country:

CAYMAN

CAYMAN ISLANDS

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

ALLIANCEBERNSTEIN L.P.

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:
BERNSTEIN INTERNATIONAL VALUE - DEVELOPED MARKETS (UNHEDGED CAP-WEIGHTED) II SERIES
- (b) Private fund identification number:
(include the "805-" prefix also)
805-7269572548
2. Under the laws of what state or country is the private fund organized:
State: Delaware Country: UNITED STATES
3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):
Name of General Partner, Manager, Trustee, or Director
NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)
4. The private fund (check all that apply; you must check at least one):
 (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.
No Information Filed
6. (a) Is this a "master fund" in a master-feeder arrangement? Yes No
- (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?
No Information Filed
- (c) Is this a "feeder fund" in a master-feeder arrangement? Yes No
- (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?
Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **INSTITUTIONAL FUND**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 66,598,201

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

5

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-67332

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST COMPANY

(c) Primary business name of custodian:

NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

REVELSTOKE CDO I LIMITED

(b) Private fund identification number:
(include the "805-" prefix also)

805-5747237167

2. Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

MAPLES FINANCE LIMITED

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Cayman Islands - Cayman Islands Stock Exchange Authority

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No
10. What type of fund is the private fund?
 hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund CDO

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:
 \$ 0

Ownership

12. Minimum investment commitment required of an investor in the private fund:
 \$ 0
 NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).
13. Approximate number of the private fund's beneficial owners:
 0
14. What is the approximate percentage of the private fund beneficially owned by you and your related person:
 0%
15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:
 0%
16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS**Auditors**

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

No Information Filed

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

 Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

CANADIAN IMPERIAL BANK OF COMMERCE

(c) Primary business name of custodian:

CANADIAN IMPERIAL BANK OF COMMERCE

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

TORONTO

State:

Country:

CANADA

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

0%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SANFORD C. BERNSTEIN & CO DELAWARE BUSINESS TRUST - ALLIANCEBERNSTEIN INTERNATIONAL ALL-COUNTRY BLEND SERIES

(b) Private fund identification number:

(include the "805-" prefix also)

805-6419232884

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or

registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **DELAWARE BUSINESS TRUST**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 173,891,354

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

8

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-67332

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?



(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Yes No



Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers? Yes No



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? Yes No



If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST COMPANY

(c) Primary business name of custodian:

NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-
CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that

asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SANFORD C. BERNSTEIN & CO DELAWARE BUSINESS TRUST - ALLIANCEBERNSTEIN INTERNATIONAL RESEARCH GROWTH SERIES

- (b) Private fund identification number:
(include the "805-" prefix also)

805-1203329060

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund
 liquidity fund
 private equity fund
 real estate fund
 securitized asset fund
 venture capital fund
 Other private fund **DELAWARE BUSINESS TRUST**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these

fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 39,323,832

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

3

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-73280

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to

update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST COMPANY

(c) Primary business name of custodian:

NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?



If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?



(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SANFORD C. BERNSTEIN & CO DELAWARE BUSINESS TRUST - BERNSTEIN EMERGING MARKETS VALUE SERIES

(b) Private fund identification number:

(include the "805-" prefix also)

805-3958255102

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):



(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940



(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund DELAWARE BUSINESS TRUST

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 1,435,891,682

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

68

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

1%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-73280

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST COMPANY

(c) Primary business name of custodian:

NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):			
City:	State:	Country:	
CHICAGO	Illinois	UNITED STATES	
(d) Is the administrator a related person of your firm?			Yes No <input type="radio"/> <input checked="" type="radio"/>
(e) Does the administrator prepare and send investor account statements to the private fund's investors?			
<input type="radio"/> Yes (provided to all investors) <input type="radio"/> Some (provided to some but not all investors)			
<input checked="" type="radio"/> No (provided to no investors)			
(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable." AB			

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes? Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:
SANFORD C. BERNSTEIN & CO DELAWARE BUSINESS TRUST - BERNSTEIN GLOBAL STRATEGIC VALUE SERIES
- (b) Private fund identification number:
(include the "805-" prefix also)

805-2879415445

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):



(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940



(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?



(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No
10. What type of fund is the private fund?
 hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **DBT**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:
\$ 0

Ownership

12. Minimum investment commitment required of an investor in the private fund:
\$ 5,000,000
 NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).
13. Approximate number of the private fund's beneficial owners:
10
14. What is the approximate percentage of the private fund beneficially owned by you and your related person:
22%
15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:
0%
16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-73280

B. SERVICE PROVIDERS**Auditors**

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?



(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?



(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No



(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No



If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
NORTHERN TRUST COMPANY

(c) Primary business name of custodian:
NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:	State:	Country:
CHICAGO	Illinois	UNITED STATES

(e) Is the custodian a related person of your firm? Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm? Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes? Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SANFORD C. BERNSTEIN & CO DELAWARE BUSINESS TRUST - BERNSTEIN GLOBAL STYLE BLEND SERIES

(b) Private fund identification number:
(include the "805-" prefix also)

805-7037676776

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):



(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940



(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?



(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

- | | |
|--|--|
| | Yes No |
| 8. (a) Is this private fund a "fund of funds"? | <input type="radio"/> <input checked="" type="radio"/> |
| (b) If yes, does the private fund invest in funds managed by you or by a related person? | <input type="radio"/> <input type="radio"/> |

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

- | | |
|--|--|
| | Yes No |
| 9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? | <input type="radio"/> <input checked="" type="radio"/> |

10. What type of fund is the private fund?
- hedge fund
 liquidity fund
 private equity fund
 real estate fund
 securitized asset fund
 venture capital fund
 Other private fund **DBT**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:
\$ 209,404,564

Ownership

12. Minimum investment commitment required of an investor in the private fund:
\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

39

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

30%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-73280

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit? Yes No

(2) Are the financial statements prepared in accordance with U.S. GAAP? Yes No

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant? Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board? Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

- (b) Legal name of custodian:

NORTHERN TRUST COMPANY

- (c) Primary business name of custodian:

NORTHERN TRUST COMPANY

- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

- (e) Is the custodian a related person of your firm?

- (f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

- (b) Name of the administrator:

NORTHERN TRUST

- (c) Location of administrator (city, state and country):

City:
CHICAGO

State:
Illinois

Country:
UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)
 No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SANFORD C. BERNSTEIN & CO DELAWARE BUSINESS TRUST - BERNSTEIN INTERNATIONAL VALUE - ALL COUNTRY SERIES

(b) Private fund identification number:
(include the "805-" prefix also)

805-6414800740

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No

10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 207,512,451

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

8

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-73280

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit? (2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

Yes No

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST COMPANY

(c) Primary business name of custodian:

NT

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

 Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SANFORD C. BERNSTEIN & CO DELAWARE BUSINESS TRUST - BERNSTEIN INTERNATIONAL VALUE - UNHEDGED CAP-WEIGHTED SERIES

(b) Private fund identification number:

(include the "805-" prefix also)

805-9822611282

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or

registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **DBT**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 205,281,505

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

7

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No



19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No



21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-73280

B. SERVICE PROVIDERS

Auditors

Yes No



23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No



(d) Is the auditing firm an independent public accountant?



(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
NORTHERN TRUST COMPANY

(c) Primary business name of custodian:
NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:
CHICAGO

State:
Illinois

Country:
UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-
CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that

asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SANFORD C. BERNSTEIN & CO DELAWARE BUSINESS TRUST - BERNSTEIN INTERNATIONAL VALUE SERIES

- (b) Private fund identification number:
(include the "805-" prefix also)

805-2128077400

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund
 liquidity fund
 private equity fund
 real estate fund
 securitized asset fund
 venture capital fund
 Other private fund **DBT**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these

fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 354,222,703

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

27

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

17. (a) Are you a subadviser to this private fund?

Yes No



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

18. (a) Do any other investment advisers advise the private fund?

Yes No



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

19. Are your clients solicited to invest in the private fund?

Yes No



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-73280

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to

update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST COMPANY

(c) Primary business name of custodian:

NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?



If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?



(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?



You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SANFORD C. BERNSTEIN & CO DELAWARE BUSINESS TRUST - BERNSTEIN TAX-MANAGED GLOBAL STYLE BLEND SERIES

(b) Private fund identification number:
(include the "805-" prefix also)

805-1692104218

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):



(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940



(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?



(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?



(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
 Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? Yes No
 Yes No

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
 Yes No

10. What type of fund is the private fund?

hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **DBT**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 505,002,893

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

195

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

3%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-73280

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:

NORTHERN TRUST COMPANY

(c) Primary business name of custodian:

NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

-

CRD Number (if any):

Administrator

Yes No

26. (a) Does the private fund use an administrator other than your firm?

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:

NORTHERN TRUST

(c) Location of administrator (city, state and country):

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?

Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?

Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

Yes No

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SANFORD C. BERNSTEIN & CO DELAWARE BUSINESS TRUST - BERNSTEIN TAX-MANAGED INTERNATIONAL BLEND SERIES

(b) Private fund identification number:
(include the "805-" prefix also)

805-5935982495

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

 Yes No

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

 Yes No

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

8. (a) Is this private fund a "fund of funds"? Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? Yes No
10. What type of fund is the private fund?
- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **DBT**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:
\$ 170,182,885

Ownership

12. Minimum investment commitment required of an investor in the private fund:
\$ 5,000,000
- NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).
13. Approximate number of the private fund's beneficial owners:
46
14. What is the approximate percentage of the private fund beneficially owned by you and your related person:
3%
15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:
0%
16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-67332

B. SERVICE PROVIDERS**Auditors**

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?



(2) Are the financial statements prepared in accordance with U.S. GAAP?



If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

(d) Is the auditing firm an independent public accountant?

Yes No

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?

(g) Are the private fund's audited financial statements distributed to the private fund's investors?

Yes No

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers?

Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

Yes No

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
NORTHERN TRUST COMPANY

(c) Primary business name of custodian:
NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:	State:	Country:
CHICAGO	Illinois	UNITED STATES

(e) Is the custodian a related person of your firm? Yes No

(f) If the custodian is a broker-dealer, provide its SEC registration number (if any)
-
CRD Number (if any):

Administrator

26. (a) Does the private fund use an administrator other than your firm? Yes No

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:
NORTHERN TRUST

(c) Location of administrator (city, state and country):

City:	State:	Country:
CHICAGO	Illinois	UNITED STATES

(d) Is the administrator a related person of your firm? Yes No

(e) Does the administrator prepare and send investor account statements to the private fund's investors?
 Yes (provided to all investors) Some (provided to some but not all investors)

No (provided to no investors)

(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."

AB

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SANFORD C. BERNSTEIN & CO DELAWARE BUSINESS TRUST - BERNSTEIN TAX-MANAGED INTERNATIONAL VALUE SERIES

(b) Private fund identification number:
(include the "805-" prefix also)

805-5964274196

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its

total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
 venture capital fund Other private fund **DBT**

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 21,758,301

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 5,000,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

18

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

0%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?

(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?

20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

22. If yes, provide the private fund's Form D file number (if any):

Form D file number

021-73280

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

Additional Auditor Information : 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

NEW YORK

State:

New York

Country:

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?

- (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? Yes No
- (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

- (g) Are the private fund's audited financial statements distributed to the private fund's investors? Yes No
- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 Yes No Report Not Yet Received

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

Prime Broker

24. (a) Does the private fund use one or more prime brokers? Yes No

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? Yes No
- If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

Additional Custodian Information : 1 Record(s) Filed.

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian:
NORTHERN TRUST COMPANY

(c) Primary business name of custodian:
NORTHERN TRUST COMPANY

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:
CHICAGO

State:
Illinois

Country:
UNITED STATES

	Yes	No
(e) Is the custodian a related person of your firm?	<input type="radio"/>	<input checked="" type="radio"/>
(f) If the custodian is a broker-dealer, provide its SEC registration number (if any) - CRD Number (if any):		

Administrator

- | | Yes | No |
|--|----------------------------------|-----------------------|
| 26. (a) Does the private fund use an administrator other than your firm? | <input checked="" type="radio"/> | <input type="radio"/> |
- If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

(b) Name of the administrator:
NORTHERN TRUST

(c) Location of administrator (city, state and country):
City: **CHICAGO** State: **Illinois** Country: **UNITED STATES**

	Yes	No
(d) Is the administrator a related person of your firm?	<input type="radio"/>	<input checked="" type="radio"/>
(e) Does the administrator prepare and send investor account statements to the private fund's investors? <input type="radio"/> Yes (provided to all investors) <input type="radio"/> Some (provided to some but not all investors) <input checked="" type="radio"/> No (provided to no investors)		
(f) If the answer to 26(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable." AB		

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?
100%

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

Yes No

28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SANFORD C. BERNSTEIN ADVANCED VALUE OFFSHORE MASTER FUND LTD.

- (b) Private fund identification number:

(include the "805-" prefix also)

805-7216645690

2. Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

DENNIS HUNTER, KARLA BODDEN, MARK MANLEY

4. The private fund (check all that apply; you must check at least one):

(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Other - CAYMAN ISLANDS MONETARY AUTHORITY

Yes No



6. (a) Is this a "master fund" in a master-feeder arrangement?

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Private Fund Name	Private Fund Identification Number
BERNSTEIN ADVANCED VALUE OFFSHORE LTD.	805-7627223330

Yes No



(c) Is this a "feeder fund" in a master-feeder arrangement?

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

Name of the Private Fund:

Private Fund Identification Number:
(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information : 1 Record(s) Filed.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

(a) Name of the private fund:

BERNSTEIN ADVANCED VALUE OFFSHORE LTD.

(b) Private fund identification number:

(include the "805-" prefix also)

805-7627223330

(c) Under the laws of what state or country is the private fund organized:

State:

Country:

CAYMAN ISLANDS

(d) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

Name of General Partner, Manager, Trustee, or Director

DENNIS HUNTER, KARLA BODDEN, MARK MANLEY

(e) The private fund (check all that apply; you must check at least one):

- (1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940
- (2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940

(f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

Name of Country/English Name of Foreign Financial Regulatory Authority

Other - CAYMAN ISLANDS MONETARY AUTHORITY

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

8. (a) Is this private fund a "fund of funds"?

(b) If yes, does the private fund invest in funds managed by you or by a related person?

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

- hedge fund liquidity fund private equity fund real estate fund securitized asset fund
- venture capital fund Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

11. Current gross asset value of the private fund:

\$ 22,819,974

Ownership

12. Minimum investment commitment required of an investor in the private fund:

\$ 500,000

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

13. Approximate number of the private fund's beneficial owners:

11

14. What is the approximate percentage of the private fund beneficially owned by you and your related person:

44%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:

36%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund?



(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

Yes No

19. Are your clients solicited to invest in the private fund?



20. Approximately what percentage of your clients has invested in the private fund?

1%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



22. If yes, provide the private fund's Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your clients' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your clients.

Like Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.

Proprietary Interest in Client Transactions

- | | Yes | No |
|--|----------------------------------|----------------------------------|
| A. Do you or any related person: | | |
| (1) buy securities for yourself from advisory clients, or sell securities you own to advisory clients (principal transactions)? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) recommend securities (or other investment products) to advisory clients in which you or any related person has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))? | <input checked="" type="radio"/> | <input type="radio"/> |

Sales Interest in Client Transactions

- | | Yes | No |
|--|----------------------------------|-----------------------|
| B. Do you or any related person: | | |
| (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory client securities are sold to or bought from the brokerage customer (agency cross transactions)? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) recommend purchase of securities to advisory clients for which you or any related person serves as underwriter, general or managing partner, or purchaser representative? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) recommend purchase or sale of securities to advisory clients for which you or any related person has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | <input checked="" type="radio"/> | <input type="radio"/> |

Investment or Brokerage Discretion

- | | Yes | No |
|---|----------------------------------|-----------------------|
| C. Do you or any related person have discretionary authority to determine the: | | |
| (1) securities to be bought or sold for a client's account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) amount of securities to be bought or sold for a client's account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used for a purchase or sale of securities for a client's account? | <input checked="" type="radio"/> | <input type="radio"/> |
| (4) commission rates to be paid to a broker or dealer for a client's securities transactions? | <input checked="" type="radio"/> | <input type="radio"/> |
| D. If you answer "yes" to C.(3) above, are any of the brokers or dealers related persons? | <input checked="" type="radio"/> | <input type="radio"/> |
| E. Do you or any related person recommend brokers or dealers to clients? | <input checked="" type="radio"/> | <input type="radio"/> |
| F. If you answer "yes" to E above, are any of the brokers or dealers related persons? | <input checked="" type="radio"/> | <input type="radio"/> |
| G. (1) Do you or any related person receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with client securities transactions? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any related persons receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934? | <input checked="" type="radio"/> | <input type="radio"/> |

- H. Do you or any related person, directly or indirectly, compensate any person for client referrals?
- I. Do you or any related person, directly or indirectly, receive compensation from any person for client referrals?

In responding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or received from (in answering Item 8.I) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

In this Item, we ask you whether you or a related person has custody of client (other than clients that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

- A. (1) Do you have custody of any advisory clients': Yes No
- (a) cash or bank accounts?
- (b) securities?

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to clients, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the related person.

- (2) If you checked "yes" to Item 9.A(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which you have custody:

U.S. Dollar Amount	Total Number of Clients
(a) \$ 41,965,997,745	(b) 200

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A.(2). Instead, include that information in your response to Item 9.B.(2).

- B. (1) In connection with advisory services you provide to clients, do any of your related persons have custody of any of your advisory clients': Yes No
- (a) cash or bank accounts?
- (b) securities?

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

- (2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which your related persons have custody:

U.S. Dollar Amount	Total Number of Clients
(a) \$ 67,393,969,279	(b) 29,762

- C. If you or your related persons have custody of client funds or securities in connection with advisory services you provide to clients, check all the following that apply:
- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
 - (2) An independent public accountant audits annually the pooled investment vehicle(s) that you manage and the audited financial statements are distributed to the investors in the pools.
 - (3) An independent public accountant conducts an annual surprise examination of client funds and securities.
 - (4) An independent public accountant prepares an internal control report with respect to custodial services when you or your related persons are qualified custodians for client funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).

- D. Do you or your related person(s) act as qualified custodians for your clients in connection with advisory services you provide to clients? **Yes No**
- (1) you act as a qualified custodian
 - (2) your related person(s) act as qualified custodian(s)

If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
08/2011
- F. If you or your related persons have custody of client funds or securities, how many persons, including, but not limited to, you and your related persons, act as qualified custodians for your clients in connection with advisory services you provide to clients?
1

Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

- Yes No**
- A. Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?

If yes, complete Section 10.A. of Schedule D.

- B. If any person named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

Item 11 Disclosure Information

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your advisory affiliates. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you or controlled by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory affiliates are.

If you are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

	Yes No
Do any of the events below involve you or any of your supervised persons?	<input checked="" type="radio"/> <input type="radio"/>

For "yes" answers to the following questions, complete a Criminal Action DRP:

	Yes No
A. In the past ten years, have you or any advisory affiliate:	
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?	<input type="radio"/> <input checked="" type="radio"/>
(2) been charged with any felony?	<input type="radio"/> <input checked="" type="radio"/>

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.A.(2) to charges that are currently pending.

	Yes No
B. In the past ten years, have you or any advisory affiliate:	
(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a misdemeanor involving: investments or an investment-related business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	<input type="radio"/> <input checked="" type="radio"/>
(2) been charged with a misdemeanor listed in Item 11.B.(1)?	<input type="radio"/> <input checked="" type="radio"/>

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

- | | Yes | No |
|--|----------------------------------|----------------------------------|
| C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: | | |
| (1) found you or any advisory affiliate to have made a false statement or omission? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? | <input type="radio"/> | <input checked="" type="radio"/> |
| (4) entered an order against you or any advisory affiliate in connection with investment-related activity? | <input checked="" type="radio"/> | <input type="radio"/> |
| (5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity? | <input checked="" type="radio"/> | <input type="radio"/> |
| D. Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority: | | |
| (1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical? | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? | <input type="radio"/> | <input checked="" type="radio"/> |
| (4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity? | <input checked="" type="radio"/> | <input type="radio"/> |
| (5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity? | <input checked="" type="radio"/> | <input type="radio"/> |
| E. Has any self-regulatory organization or commodities exchange ever: | | |
| (1) found you or any advisory affiliate to have made a false statement or omission? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)? | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? | <input type="radio"/> | <input checked="" type="radio"/> |
| (4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities? | <input type="radio"/> | <input checked="" type="radio"/> |
| F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended? | <input type="radio"/> | <input checked="" type="radio"/> |
| G. Are you or any advisory affiliate now the subject of any regulatory proceeding that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.? | <input type="radio"/> | <input checked="" type="radio"/> |

[View Disclosure Reporting Page](#)

For "yes" answers to the following questions, complete a Civil Judicial Action DRP:

- | | Yes | No |
|---|-----------------------|----------------------------------|
| H. (1) Has any domestic or foreign court: | | |
| (a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity? | <input type="radio"/> | <input checked="" type="radio"/> |
| (b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations? | <input type="radio"/> | <input checked="" type="radio"/> |

(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?

(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- 1 Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- 1 Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is presumed to control the other person.

		Yes	No
A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	<input type="radio"/>		<input type="radio"/>
If "yes," you do not need to answer Items 12.B. and 12.C.			
B. Do you:			
(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/>		<input type="radio"/>
(2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/>		<input type="radio"/>
C. Are you:			
(1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/>		<input type="radio"/>
(2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/>		<input type="radio"/>

Part 2 Brochures

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to all of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?



If no, complete the ADV Part 2 filing below.

Brochures

Note: These documents are available as Portable Document Format (PDF) files. If you do not have the Adobe Acrobat Reader to view PDF files, please click [here](#) to download.

Brochure Name	Date Submitted	Date Last Confirmed
ALLIANCEBERNSTEIN ADV PART 2A (BERNSTEIN GLOBAL WEALTH MANAGEMENT)	03/30/2012	
ALLIANCEBERNSTEIN ADV PART 2A (INSTITUTIONAL)	03/30/2012	

Schedule A

Direct Owners and Executive Officers

- Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- Direct Owners and Executive Officers. List below the names of:
 - each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
Direct owners include any person that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a person beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- Do you have any indirect owners to be reported on Schedule B? Yes No
- In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- Ownership codes are: NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%
A - 5% but less than 10% C - 25% but less than 50% E - 75% or more
- (a) In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of

the Exchange Act.
(c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
ALLIANCEBERNSTEIN CORPORATION	DE	GENERAL PARTNER	10/1999	NA	Y	N	107445
ALLIANCEBERNSTEIN HOLDING L.P.	DE	LIMITED PARTNER	10/1999	C	Y	Y	106998
DE CASTRIES, HENRI DE LA CROIX	I	DIRECTOR OF ABC	10/1993	NA	Y	N	4338606
DUVERNE, DENIS	I	DIRECTOR OF ABC	02/1996	NA	Y	N	3028622
TOBIN, PETER JOSEPH	I	DIRECTOR OF ABC	05/2000	NA	Y	N	3231098
MANLEY, MARK, RANDALL	I	SENIOR VICE PRESIDENT, DEPUTY GENERAL COUNSEL, ASST. SECRETARY OF ABC AND CHIEF COMPLIANCE OFFICER	05/1984	NA	Y	N	1294370
CONDON, CHRISTOPHER, MARK	I	DIRECTOR OF ABC	05/2001	NA	Y	N	51937
SLUTSKY, LORIE, ANN	I	DIRECTOR OF ABC	07/2002	NA	Y	N	4648694
CRANCH, LAURENCE, EDWARD	I	GENERAL COUNSEL	07/2004	NA	Y	N	4828314
CARREL-BILLIARD, DOMINIQUE	I	DIRECTOR OF ABC	07/2004	NA	Y	N	4838411
AXA EQUITABLE LIFE INSURANCE COMPANY	DE	LIMITED PARTNER	12/1985	D	Y	Y	13-5570651
HICKS, WESTON, MILLIKEN	I	DIRECTOR OF ABC	07/2005	NA	Y	N	2172370
GINGRICH, JAMES, ANDREW	I	CHIEF OPERATING OFFICER	01/2012	NA	Y	N	4123574
DZIADZIO, RICHARD	I	DIRECTOR OF ABC	05/2007	NA	Y	N	4362519
HECHINGER, DEBORAH, SMITH	I	DIRECTOR OF ABC	05/2007	NA	Y	N	5397115
SMITH, ALAN, WRIGHT	I	DIRECTOR OF ABC	07/2005	NA	Y	N	5397121
KRAUS, PETER, STEVEN	I	CHAIRMAN AND CEO	12/2008	NA	Y	N	1605655
MASSAD, LORI, ANNE	I	CHIEF TALENT OFFICER -- TALENT DEVELOPMENT & HUMAN CAPITAL	01/2009	NA	Y	N	5268883
ELLIOTT, STEVEN, JAMES	I	DIRECTOR OF ABC	01/2011	NA	Y	N	732500
MOLLOY, KEVIN	I	DIRECTOR OF ABC	01/2011	NA	Y	N	2962906
FARRELL, EDWARD, JOSEPH	I	ACTING CHIEF FINANCIAL OFFICER	01/2011	NA	Y	N	2069171
VAN BRUGGE, ROBERT, P.	I	CEO OF SANFORD C. BERNSTEIN & CO., LLC	01/2012	NA	Y	N	4610799

PEARSON, MARK	I	DIRECTOR OF AB	01/2011	NA	Y	N	5904212
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Schedule B**Indirect Owners**

- Complete Schedule B only if you are submitting an initial application. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a person beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - in the case of an owner that is a trust, the trust and each trustee; and
 - in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).

6. Ownership codes are:	C - 25% but less than 50%	E - 75% or more
	D - 50% but less than 75%	F - Other (general partner, trustee, or elected manager)
- In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.
 - In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
AXA	FE	AXA FINANCIAL,	100% SHAREHOLDER	03/1999	E	Y	Y	0

		INC.						
AXA FINANCIAL, INC.	DE	AXA EQUITABLE LIFE INSURANCE COMPANY	100% SHAREHOLDER	09/1999	E	Y	N	13-3623351

Form ADV, Schedule D

SECTION 1.F. Other Offices

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: 127 PUBLIC SQUARE
 Number and Street 2: SUITE 5000
 City: CLEVELAND
 State: Ohio
 Country: UNITED STATES
 ZIP+4/Postal Code: 44114

If this address is a private residence, check this box:

Telephone Number: 216-378-8044
 Facsimile Number:

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: 53 STATE STREET
 Number and Street 2: 29ND FLOOR
 City: BOSTON
 State: Massachusetts
 Country: UNITED STATES
 ZIP+4/Postal Code: 02109

If this address is a private residence, check this box:

Telephone Number: 617-788-3700
 Facsimile Number:

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: 101 EAST KENNEDY BLVD.	Number and Street 2: 32ND FLOOR		
City: TAMPA	State: Florida	Country: UNITED STATES	ZIP+4/Postal Code: 33602

If this address is a private residence, check this box:

Telephone Number: 813-314-3300	Facsimile Number:
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Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: 135 WEST 50TH STREET	Number and Street 2:		
City: NEW YORK	State: New York	Country: UNITED STATES	ZIP+4/Postal Code: 10020

If this address is a private residence, check this box:

Telephone Number: (212)486-5800	Facsimile Number: (212)756-4168
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Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: 1999 AVENUE OF THE STARS	Number and Street 2: SUITE 2150		
City: LOS ANGELES	State: California	Country: UNITED STATES	ZIP+4/Postal Code: 90067

If this address is a private residence, check this box:

Telephone Number: (310)286-6000	Facsimile Number: (310)286-6000
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Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:
8000 1H 10 WEST

Number and Street 2:
4TH FLOOR

City: SAN ANTONIO State: Texas Country: UNITED STATES ZIP+4/Postal Code: 78230

If this address is a private residence, check this box:

Telephone Number: (210)384-6000 Facsimile Number: (210)384-6101

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:
300 CRESCENT COURT

Number and Street 2:
SUITE 950

City: DALLAS State: Texas Country: UNITED STATES ZIP+4/Postal Code: 75201

If this address is a private residence, check this box:

Telephone Number: (214)860-5200 Facsimile Number: (214)860-5222

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:
601 UNION SQUARE

Number and Street 2:
SUITE 4650

City: SEATTLE State: Washington Country: UNITED STATES ZIP+4/Postal Code: 98101

If this address is a private residence, check this box:

Telephone Number:
(206)342-1300

Facsimile Number:
(206)342-1300

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

800 CONNECTICUT AVENUE NW

Number and Street 2:

SUITE 1001

City:

WASHINGTON

State:

District of Columbia

Country:

UNITED STATES

ZIP+4/Postal Code:

20006

If this address is a private residence, check this box:

Telephone Number:
(202)261-6700

Facsimile Number:
(202)261-6767

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

777 SOUTH FLAGLER DRIVE

Number and Street 2:

SUITE 1010 WEST

City:

WEST PALM BEACH

State:

Florida

Country:

UNITED STATES

ZIP+4/Postal Code:

33401

If this address is a private residence, check this box:

Telephone Number:
(561)820-2100

Facsimile Number:
(561)820-2100

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

1735 MARKET STREET

Number and Street 2:

SUITE 3800

City:

PHILADELPHIA

State:

Country:

ZIP+4/Postal Code:

19103

Pennsylvania UNITED STATES

If this address is a private residence, check this box: Telephone Number: 215-430-5600
Facsimile Number:

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: 1225 17TH ST.
City: DENVER
State: Colorado
Number and Street 2: SUITE 2900
Country: UNITED STATES
ZIP+4/Postal Code: 80202If this address is a private residence, check this box: Telephone Number: 303-292-7400
Facsimile Number:

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: 4365 EXECUTIVE DRIVE
City: SAN DIEGO
State: California
Number and Street 2: SUITE 700
Country: UNITED STATES
ZIP+4/Postal Code: 92121If this address is a private residence, check this box: Telephone Number: 858-812-2200
Facsimile Number:

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: PROMINENCE TOWER, 3475 PIEDMONT ROAD		Number and Street 2: 19TH FLOOR	
City: ATLANTA	State: Georgia	Country: UNITED STATES	ZIP+4/Postal Code: 30305

If this address is a private residence, check this box:

Telephone Number: 404-279-4842	Facsimile Number: 404-279-4850
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Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: NO. 1233 LUJIAZUI RING ROAD		Number and Street 2: ROOM 2601-2602, AZAI CENTER	
City: SHANGHAI	State:	Country: CHINA	ZIP+4/Postal Code: 200120

If this address is a private residence, check this box:

Telephone Number: 86-21-2893-4828	Facsimile Number: 86-21-2893-4899
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Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: C/ PINAR 5		Number and Street 2:	
City: MADRID	State:	Country: SPAIN	ZIP+4/Postal Code: 28006

If this address is a private residence, check this box:

Telephone Number: 34-91-745-6836	Facsimile Number: 34-91-745-6836
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Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

AV. PRESIDENTE JUSCELINO KUBITSCHEK

Number and Street 2:

1.726 - 200. ANDAR

City:

SAO PAULO

State:

Country:

BRAZIL

ZIP+4/Postal Code:

04548-011

If this address is a private residence, check this box:

Telephone Number:

55-11-4505-3770

Facsimile Number:

55-11-4505-3799

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

ONE NORTH LEXINGTON AVENUE

Number and Street 2:

City:

WHITE PLAINS

State:

New York

Country:

UNITED STATES

ZIP+4/Postal Code:

10601

If this address is a private residence, check this box:

Telephone Number:

(914)993-2300

Facsimile Number:

(914)993-2660

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

CHIFLEY TOWER, 2 CHIFLEY SQUARE

Number and Street 2:

LEVEL 37

City:

SYDNEY

State:

Country:

AUSTRALIA

ZIP+4/Postal Code:

NSW 2000

If this address is a private residence, check this box:

Telephone Number:
612-9247-9766

Facsimile Number:
612-9247-9766

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

TD CANADA TRUST TOWER, 161 BAY STREET

Number and Street 2:

27TH FLOOR

City:

TORONTO

State:

Country:

CANADA

ZIP+4/Postal Code:

M5J 2S1

If this address is a private residence, check this box:

Telephone Number:
(416)601-1262

Facsimile Number:
(416)601-1263

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

BMB BUILDING, 6TH FLOOR DIPLOMATIC ARENA

Number and Street 2:

P.O. BOX 10515

City:

MANAMA

State:

Country:

BAHRAIN

ZIP+4/Postal Code:

If this address is a private residence, check this box:

Telephone Number:
917-530-510

Facsimile Number:
917-530-510

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

MARUNOUCHI TRUST TOWER MAIN

Number and Street 2:

1-8-3, MARUNOUCHI, CHIYODA-KU

City:

TOKYO

State:

Country:

ZIP+4/Postal Code:

100-0005

JAPAN

If this address is a private residence, check this box: Telephone Number:
81-3-3240-8410Facsimile Number:
81-3-3240-8534

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

PRUDENTIAL TOWER, NO. 30 CECEIL STREET,
SUITE 28-0

Number and Street 2:

28TH FLOOR

City:

SINGAPORE

State:

Country:

SINGAPORE

ZIP+4/Postal Code:

49712

If this address is a private residence, check this box: Telephone Number:
65-535-0722Facsimile Number:
65-535-2766

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

50 BERKELEY STREET

Number and Street 2:

City:

LONDON

State:

Country:

UNITED KINGDOM

ZIP+4/Postal Code:

W1J8HA

If this address is a private residence, check this box: Telephone Number:
44-20-7470-0100Facsimile Number:
44-20-7470-0111

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are

an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:
SUITE 2608-11, 26/F

Number and Street 2:
ONE INTERNATIONAL CENTRE, 1 HARBOUR VIEW STREET

City:
HONG KONG

State:

Country:

ZIP+4/Postal Code:

CHINA

If this address is a private residence, check this box:

Telephone Number:
852-2918-7888

Facsimile Number:
852-2918-0200

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:
22 RIEBEEK STREET

Number and Street 2:

City:
CAPETOWN

State:

Country:

ZIP+4/Postal Code:
8001

SOUTH AFRICA

If this address is a private residence, check this box:

Telephone Number:
27-21-409-7680

Facsimile Number:
27-11-409-7687

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:
WINDSOR, 6TH FLOOR, OFF CST ROAD, SANTA CRUZ

Number and Street 2:
SUITE 604

City:
MUMBAI

State:

Country:

ZIP+4/Postal Code:
400098

INDIA

If this address is a private residence, check this box:

Telephone Number:
91-22-496-0094

Facsimile Number:
91-22-497-5603

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: 701 BRICKELL AVENUE	Number and Street 2: SUITE 2240		
City: MIAMI	State: Florida	Country: UNITED STATES	ZIP+4/Postal Code: 33131

If this address is a private residence, check this box:

Telephone Number: (305) 530-6200	Facsimile Number: (305) 530-6264
-------------------------------------	-------------------------------------

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: 1000 LOUISIANA STREET	Number and Street 2: SUITE 3600		
City: HOUSTON	State: Texas	Country: UNITED STATES	ZIP+4/Postal Code: 77002

If this address is a private residence, check this box:

Telephone Number: (832) 366-2000	Facsimile Number: (832) 366-2000
-------------------------------------	-------------------------------------

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1: 227 WEST MONROE STREET	Number and Street 2: SUITE 3700		
City: CHICAGO	State: Illinois	Country: UNITED STATES	ZIP+4/Postal Code: 60606

If this address is a private residence, check this box:

Telephone Number:
(312)357-9700

Facsimile Number:
(312)357-1197

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

225 SOUTH SIXTH STREET

Number and Street 2:

SUITE 5000

City:

MINNEAPOLIS

State:

Minnesota

Country:

UNITED STATES

ZIP+4/Postal Code:

55402

If this address is a private residence, check this box:

Telephone Number:
(612)342-1544

Facsimile Number:
(612)342-2149

Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an exempt reporting adviser, list only the largest five offices (in terms of numbers of employees).

Number and Street 1:

555 CALIFORNIA STREET

Number and Street 2:

SUITE 4300

City:

SAN FRANCISCO

State:

California

Country:

UNITED STATES

ZIP+4/Postal Code:

94104

If this address is a private residence, check this box:

Telephone Number:
(415)217-8000

Facsimile Number:
(415)217-8111

SECTION 1.I. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.I. for each website address.

Website Address: WWW.ALLIANCEBERNSTEIN.COM

Website Address: WWW.BERNSTEIN.COM

SECTION 1.L. Location of Books and Records

Complete the following information for each location at which you keep your books and records, other than your principal office and place of business. You must complete a separate Schedule D Section 1.L. for each location.

Name of entity where books and records are kept:

[ALLIANCEBERNSTEIN L.P.](#)

Number and Street 1:

[777 SOUTH FLAGLER DRIVE, SUITE 1010 WEST](#)

Number and Street 2:

City:

[WEST PALM BEACH](#)

State:

[Florida](#)

Country:

[UNITED STATES](#)

ZIP+4/Postal Code:

[33401](#)

If this address is a private residence, check this box:

Telephone Number:

[\(561\)820-2100](#)

Facsimile number:

[\(561\)820-2121](#)

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

[CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.](#)

Name of entity where books and records are kept:

[ALLIANCEBERNSTEIN LTD](#)

Number and Street 1:

[50 BERKELEY STREET](#)

Number and Street 2:

City:

[LONDON](#)

State:

Country:

[UNITED KINGDOM](#)

ZIP+4/Postal Code:

[WIJ 8HA](#)

If this address is a private residence, check this box:

Telephone Number:

[44-20-7470-0100](#)

Facsimile number:

[44-20-7470-0100](#)

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

INVESTMENT ADVISORY.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN ASSET MANAGEMENT (KOREA) LTD.

Number and Street 1:

84 TAEPYUNGRO 1-GA

Number and Street 2:

City:

SEOUL

State:

Country:

ZIP+4/Postal Code:

KOREA, SOUTH

If this address is a private residence, check this box:

Telephone Number:

82-2-3707-3400

Facsimile number:

82-2-3707-3400

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

INVESTMENT ADVISORY.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN INVESTMENTS (BRASIL) LTDA.

Number and Street 1:

AV. PRESIDENT JUSCELINO

Number and Street 2:

KUBITSCHEK, 1726-20 ANDAR

City:

SAO PAULO

State:

Country:

ZIP+4/Postal Code:

BRAZIL

If this address is a private residence, check this box:

Telephone Number:

55-11-3457-3770

Facsimile number:

55-11-3457-3770

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

INVESTMENT ADVISORY, DISTRIBUTION.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

ONE NORTH LEXINGTON AVENUE

Number and Street 2:

City:

WHITE PLAINS

State:

New York

Country:

UNITED STATES

ZIP+4/Postal Code:

10601

If this address is a private residence, check this box:

Telephone Number:

(914)993-2300

Facsimile number:

(914)993-2660

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

709 WESTCHESTER AVENUE

Number and Street 2:

City:

WHITE PLAINS

State:

New York

Country:

UNITED STATES

ZIP+4/Postal Code:

10604

If this address is a private residence, check this box:

Telephone Number:

(914)684-6900

Facsimile number:

(914)684-0426

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN AUSTRALIA LIMITED

Number and Street 1:

LEVEL 29, GOVERNOR PHILIP TOWER, 1 FARRER PLACE

Number and Street 2:

City:

SYDNEY

State:

Country:

AUSTRALIA

ZIP+4/Postal Code:

NSW 2000

If this address is a private residence, check this box:

Telephone Number:

612-9247-9766

Facsimile number:

612-9247-9910

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN CANADA, INC.

Number and Street 1:

BCE PLACE, 1 BAY STREET, SUITE 2350

Number and Street 2:

P.O. BOX 742

City:

TORONTO

State:

Country:

CANADA

ZIP+4/Postal Code:

M5J 2T3

If this address is a private residence, check this box:

Telephone Number:
(416)601-1263

Facsimile number:
(416)601-1263

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:
FUJI SECURITY

Number and Street 1:

973 AZA DAIKAN OAZA KAMIYATSU OGOSE-CHO

City:

SAITAMA

State:

Number and Street 2:

IRUMA-GUN

Country:

JAPAN

ZIP+4/Postal Code:

350-0407

If this address is a private residence, check this box:

Telephone Number:
81-49-292-7388

Facsimile number:
81-49-292-7387

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORD MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:
ALLIANCE CAPITAL MANAGEMENT INTERNATIONAL

Number and Street 1:

BMB BUILDING, 6TH FLOOR, DIPLOMATIC ARENA

City:

MANAMA

State:

Number and Street 2:

P.O. BOX 10515

Country:

BAHRAIN

ZIP+4/Postal Code:

If this address is a private residence, check this box:

Telephone Number:
973-530-510

Facsimile number:
973-530-520

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:
ALLIANCEBERNSTEIN JAPAN LTD.

Number and Street 1:
OHTEMACHI FIRST SQUARE WEST TOWER, 12F

Number and Street 2:

City:
1-5-1 OHTEMACHI, CHIYODA-KU TOKYO

State: Country: ZIP+4/Postal Code:
JAPAN 100-0004

If this address is a private residence, check this box:

Telephone Number:
81-3-3240-8410

Facsimile number:
83-3-3240-8534

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:
ALLIANCEBERNSTEIN HONG KONG LIMITED

Number and Street 1:
SUITE 2608-11, 26/F

Number and Street 2:
ONE INTERNATIONAL FINANCE CENTRE, 1 HARBOUR VIEW ST

City:
HONG KONG

State: Country: ZIP+4/Postal Code:
CHINA

If this address is a private residence, check this box:

Telephone Number: 852-2918-7888
Facsimile number: 852-2918-0200

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:
ALLIANCEBERNSTEIN (SINGAPORE) LTD.

Number and Street 1: 1 FINLAYSON GREEN #13-00
Number and Street 2:
City: SINGAPORE
State:
Country: SINGAPORE
ZIP+4/Postal Code: 049246

If this address is a private residence, check this box:

Telephone Number: 65-535-0722
Facsimile number: 65-535-2766

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:
ALLIANCEBERNSTEIN LIMITED

Number and Street 1: 1 MAYFAIR PLACE
Number and Street 2:
City: LONDON
State:
Country: UNITED KINGDOM
ZIP+4/Postal Code: W1X 6JJ

If this address is a private residence, check this box:

Telephone Number:

44-20-7470-0100

Facsimile number:

44-20-7470-0111

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

SANFORD C. BERNSTEIN LIMITED

Number and Street 1:

99 GRESHAM STREET

Number and Street 2:

City:

LONDON

State:

Country:

UNITED KINGDOM

ZIP+4/Postal Code:

EC2V 7NG

If this address is a private residence, check this box:

Telephone Number:

44-20-7367-7300

Facsimile number:

44-20-7367-7350

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

IRON MOUNTAIN RECORD MANAGEMENT

Number and Street 1:

9715 JAMES AVENUE SOUTH

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

MINNEAPOLIS

Minnesota

UNITED STATES

55431

If this address is a private residence, check this box:

Telephone Number:

(612)888-3852

Facsimile number:

(952)887-2760

This is (check one):

- one of your branch offices or affiliates.
- a third-party unaffiliated recordkeeper.
- other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

IRON MOUNTAIN

Number and Street 1:

1301 S. ROCKWELL STREET

Number and Street 2:

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

ZIP+4/Postal Code:

60608

If this address is a private residence, check this box:

Telephone Number:

(773)522-5100

Facsimile number:

(952)887-2760

This is (check one):

- one of your branch offices or affiliates.
- a third-party unaffiliated recordkeeper.
- other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

DIVERSIFIED RECORDS

Number and Street 1:

Number and Street 2:

FOURTH STREET & PACIFIC AVENUE

City: WEST PITTSTON State: Pennsylvania Country: UNITED STATES ZIP+4/Postal Code: 18643

If this address is a private residence, check this box:

Telephone Number: (800)458-4710 Facsimile number: (570)342-5291

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN INVESTMENT RESEARCH (PROPRIETARY) LIMITED

Number and Street 1: 5TH FLOOR DE WATERKANT Number and Street 2: 9 SOMERSET ROAD
City: CAPETOWN State: Country: SOUTH AFRICA ZIP+4/Postal Code: 8001

If this address is a private residence, check this box:

Telephone Number: 27-21-409-7680 Facsimile number: 27-11-409-7687

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISORS ACT.

Name of entity where books and records are kept:

ALLIANCE CAPITAL ASSET MANAGEMENT (INDIA) PRIVATE LIMITED

Number and Street 1: 82, DR. ANNIE BESANT ROAD
City: WORLI, MUMBAI
State:
Country: INDIA
Number and Street 2: INDAGE HOUSE, GROUND FLOOR
ZIP+4/Postal Code: 400-018

If this address is a private residence, check this box:

Telephone Number: 91-22-496-0094
Facsimile number: 91-22-497-5603

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISORS ACT.

Name of entity where books and records are kept:
HAYS INFORMATION MANAGEMENT

Number and Street 1: QUADRANT HOUSE 15/16 STOCKWELL GREEN
City: LONDON
State:
Country: UNITED KINGDOM
Number and Street 2:
ZIP+4/Postal Code: SW9 9JJ

If this address is a private residence, check this box:

Telephone Number: 020-7540-2300
Facsimile number:

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

PICKFORDS RECORDS MANAGEMENT

Number and Street 1:

345 SOUTHBURY ROAD

Number and Street 2:

City:

MIDDLESEX

State:

Country:

UNITED KINGDOM

ZIP+4/Postal Code:

EN1 1UP

If this address is a private residence, check this box:

Telephone Number:

020-8219-8220

Facsimile number:

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

IRON MOUNTAIN, INC.

Number and Street 1:

64 LEONE LANE

Number and Street 2:

City:

CHESTER

State:

New York

Country:

UNITED STATES

ZIP+4/Postal Code:

10918

If this address is a private residence, check this box:

Telephone Number:

(845)469-5510

Facsimile number:

(845)469-6632

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

IRON MOUNTAIN, INC.

Number and Street 1:

22 KIMBERLY PLACE

Number and Street 2:

City:

EAST BRUNSWICK

State:

New Jersey

Country:

UNITED STATES

ZIP+4/Postal Code:

08816

If this address is a private residence, check this box:

Telephone Number:

(732)651-2800

Facsimile number:

(732)651-8655

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

EAGLE BUSINESS ARCHIVES

Number and Street 1:

2302 49TH AVENUE

Number and Street 2:

City:

LONG ISLAND CITY

State:

New York

Country:

UNITED STATES

ZIP+4/Postal Code:

11101

If this address is a private residence, check this box:

Telephone Number:

(718)663-0400

Facsimile number:

(718)729-8682

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

EAGLE BUSINESS ARCHIVES

Number and Street 1:

9 EMPIRE BOULEVARD

Number and Street 2:

City:

SOUTH HACKENSACK

State:

New Jersey

Country:

UNITED STATES

ZIP+4/Postal Code:

07606

If this address is a private residence, check this box:

Telephone Number:

(201)641-3992

Facsimile number:

(201)691-3992

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

227 WEST MONROE STREET

Number and Street 2:

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

ZIP+4/Postal Code:

60606

If this address is a private residence, check this box:

Telephone Number:

(312)357-9700

Facsimile number:

(312)357-1197

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

601 SECOND AVENUE SOUTH

Number and Street 2:

City:

MINNEAPOLIS

State:

Minnesota

Country:

UNITED STATES

ZIP+4/Postal Code:

55402

If this address is a private residence, check this box:

Telephone Number:

(612)342-1544

Facsimile number:

(612)342-2149

This is (check one):

one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

701 BRICKELL AVENUE

Number and Street 2:

SUITE 2240

City:

MIAMI

State:

Florida

Country:

UNITED STATES

ZIP+4/Postal Code:

33131

If this address is a private residence, check this box:

Telephone Number:

(305) 530-6200

Facsimile number:

(305) 530-6264

This is (check one):

one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

1000 LOUISIANA STREET

Number and Street 2:

SUITE 3600

City:

HOUSTON

State:

Texas

Country:

UNITED STATES

ZIP+4/Postal Code:

77002

If this address is a private residence, check this box:

Telephone Number:

(832) 366-2000

Facsimile number:

(832) 366-2000

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

DATALOK

Number and Street 1:

4881 W. 145TH STREET

Number and Street 2:

City:

HAWTHORNE

State:

California

Country:

UNITED STATES

ZIP+4/Postal Code:

90250

If this address is a private residence, check this box:

Telephone Number:

310-973-6091

Facsimile number:

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location:

RECORDS OF ALLIANCEBERNSTEIN L.P.

Name of entity where books and records are kept:

IRON MOUNTAIN, INC.

Number and Street 1:

2425 SOUTH HALSTED

Number and Street 2:

City:

CHICAGO

State:

Illinois

Country:

UNITED STATES

ZIP+4/Postal Code:

60606

If this address is a private residence, check this box:

Telephone Number:

(312)674-1595

Facsimile number:

This is (check one):

one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORD MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

IRON MOUNTAIN, INC.

Number and Street 1:

4175 CHANDLER DRIVE

Number and Street 2:

City:

HANDOVER PARK

State:

Illinois

Country:

UNITED STATES

ZIP+4/Postal Code:

60133

If this address is a private residence, check this box:

Telephone Number:

(630)540-9700

Facsimile number:

This is (check one):

one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORD MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

IRON MOUNTAIN, INC.

Number and Street 1:

931 NORTH BROADWAY

Number and Street 2:

City:

SAN ANTONIO

State:

Texas

Country:

UNITED STATES

ZIP+4/Postal Code:

78215

If this address is a private residence, check this box:

Telephone Number:

(210)226-8999

Facsimile number:

(210)223-3091

This is (check one):

one of your branch offices or affiliates.

a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORD MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

IRON MOUNTAIN, INC.

Number and Street 1:

7960 CENTRAL INDUSTRIAL BOULEVARD

Number and Street 2:

City:

WEST PALM BEACH

State:

Florida

Country:

UNITED STATES

ZIP+4/Postal Code:

33404

If this address is a private residence, check this box:

Telephone Number:

(561)842-5783

Facsimile number:

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORD MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

IRON MOUNTAIN TORONTO

Number and Street 1:

70 TALMAN COURT

Number and Street 2:

City:

CONCORD

State:

Country:

ONTARIO, CANADA

ZIP+4/Postal Code:

L4K 4L5

If this address is a private residence, check this box:

Telephone Number:

(905) 760-0764

Facsimile number:

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORD MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

IRON MOUNTAIN (UK) LIMITED

Number and Street 1:

WHITELAW HOUSE, MACMILLAN ROAD

Number and Street 2:

City:

LIVINGSTON

State:

Country:

UNITED KINGDOM

ZIP+4/Postal Code:

EH54 7DF

If this address is a private residence, check this box:

Telephone Number:

020 7939 1500

Facsimile number:

020 7939 1501

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORD MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

WANBISHI ARCHIVES

Number and Street 1:

568 TAKAMI OGAWA-CHO

Number and Street 2:

HIK-GUN

City:

SAITAMA

State:

Country:

JAPAN

ZIP+4/Postal Code:

355-0306

If this address is a private residence, check this box:

Telephone Number:

81-48-582-2521

Facsimile number:

81-48-582-2533

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORD MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

555 CALIFORNIA STREET, SUITE 4300

Number and Street 2:

City:

SAN FRANCISCO

State:

California

Country:

UNITED STATES

ZIP+4/Postal Code:

94104

If this address is a private residence, check this box:

Telephone Number: (415)217-8000
Facsimile number: (415)217-8111

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

135 WEST 50TH STREET

Number and Street 2:

City:

NEW YORK

State:

New York

Country:

UNITED STATES

ZIP+4/Postal Code:

10020

If this address is a private residence, check this box:

Telephone Number:

(212)887-3000

Facsimile number:

(212)756-4168

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN, LP

Number and Street 1:

1530 DUNWOODY VILLAGE PKWY

Number and Street 2:

City:

DUNWOODY

State:

Georgia

Country:

UNITED STATES

ZIP+4/Postal Code:

30338

If this address is a private residence, check this box:

Telephone Number: 404-279-4842
Facsimile number: 404-279-4850

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS & RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

1999 AVENUE OF THE STARS, SUITE 2150

Number and Street 2:

City:

LOS ANGELES

State:

California

Country:

UNITED STATES

ZIP+4/Postal Code:

90067

If this address is a private residence, check this box:

Telephone Number: (310)286-6000
Facsimile number: (310)286-6000

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

8000 1 H 10 WEST, 4TH FLOOR

Number and Street 2:

City:

SAN ANTONIO

State:

Texas

Country:

UNITED STATES

ZIP+4/Postal Code:

78230

If this address is a private residence, check this box:

Telephone Number:
(210)384-6000

Facsimile number:
(210)384-6101

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

300 CRESCENT COURT, SUITE 950

Number and Street 2:

City:

DALLAS

State:

Texas

Country:

UNITED STATES

ZIP+4/Postal Code:

75201

If this address is a private residence, check this box:

Telephone Number:
(214)860-5200

Facsimile number:
(214)860-5222

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

601 UNION STREET

Number and Street 2:

City:

SEATTLE

State:

Washington

Country:

UNITED STATES

ZIP+4/Postal Code:

98101

If this address is a private residence, check this box:

Telephone Number:
(206)342-1300

Facsimile number:
(206)342-1300

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN L.P.

Number and Street 1:

800 CONNECTICUT AVENUE NW, SUITE 1001

Number and Street 2:

City:

WASHINGTON

State:

District of Columbia

Country:

UNITED STATES

ZIP+4/Postal Code:

20006

If this address is a private residence, check this box:

Telephone Number:
(202)261-6700

Facsimile number:
(202)261-6767

This is (check one):

- one of your branch offices or affiliates.
 a third-party unaffiliated recordkeeper.
 other.

Briefly describe the books and records kept at this location:

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

SECTION 2.A.(8) Related Adviser

If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you control, are controlled by, or are under common control with an investment adviser that is registered with the SEC and your principal office and place of business is the same as that of the registered adviser, provide

the following information:

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

801 -

SECTION 2.A.(9) Newly Formed Adviser

If you are relying on rule 203A-2(c), the newly formed adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations. You must make both of these representations:

- I am not registered or required to be registered with the SEC or a state securities authority and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

SECTION 2.A.(10) Multi-State Adviser

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.

If you are applying for registration as an investment adviser with the SEC, you must make both of these representations:

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the state securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authorities of those states.

If you are submitting your annual updating amendment, you must make this representation:

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states.

SECTION 2.A.(12) SEC Exemptive Order

If you are relying upon an SEC order exempting you from the prohibition on registration, provide the following information:

Application Number:

803-

Date of order:

SECTION 4 Successions

No Information Filed

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

If you check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development companies to which you act as an adviser pursuant to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each registered investment company and business development company to which you act as an adviser.

SEC File Number 811- or 814- 81100126

SEC File Number 811- or 814- 81100134

SEC File Number 811- or 814- 81100204

SEC File Number 811- or 814- 81101716

SEC File Number 811- or 814- 81102383

SEC File Number 811- or 814- 81103131

SEC File Number 811- or 814- 81104791

SEC File Number 811- or 814- 81105088

SEC File Number 811- or 814- 81105398

SEC File Number 811- or 814- 81105555

SEC File Number 811- or 814- 81106068

SEC File Number 811- or 814- 81106554

SEC File Number 811- or 814- 81106730

SEC File Number 811- or 814- 81107391

SEC File Number 811- or 814- 81107618

SEC File Number 811- or 814- 81107707

SEC File Number 811- or 814- 81107732

SEC File Number 811- or 814- 81107916

SEC File Number 811- or 814- 81108188

SEC File Number 811- or 814- 81108201

SEC File Number 811- or 814- 81108294

SEC File Number 811- or 814- 81108426

SEC File Number 811- or 814- 81109687

SEC File Number 811- or 814- 81110221

SEC File Number 811- or 814- 81110573

SEC File Number 811- or 814- 81121034

SEC File Number 811- or 814- 81121064

SEC File Number 811- or 814- 81121081

SEC File Number 811- or 814- 81121673

SECTION 5.I.(2) Wrap Fee Programs

If you are a portfolio manager for one or more wrap fee programs, list the name of each program and its sponsor. You must complete a separate Schedule D Section 5.I.(2) for each wrap fee program for which you are a portfolio manager.

Name of Wrap Fee Program

ACCESS

Name of Sponsor

MORGAN STANLEY

Name of Wrap Fee Program

ACCESS

Name of Sponsor

UBS

Name of Wrap Fee Program

ADVANCE PROGRAM

Name of Sponsor

BANK OF MONTREAL NESBITT BURNS

Name of Wrap Fee Program

ADVISORPORT PROGRAM

Name of Sponsor

ADVISORPORT

Name of Wrap Fee Program

ADVISORY SERVICES

Name of Sponsor

LPL FINANCIAL

Name of Wrap Fee Program

AMBASSADOR PORTFOLIO SERVICES

Name of Sponsor

NATIONAL BANK FINANCIAL (NBF)

Name of Wrap Fee Program

ARCHITECT

Name of Sponsor

BANK OF MONTREAL

Name of Wrap Fee Program

BAIRD PREFERRED MANAGERS

Name of Sponsor

R.W. BAIRD

Name of Wrap Fee Program

COMMONWEALTH EQUITY SERVICES

Name of Sponsor

COMMONWEALTH

Name of Wrap Fee Program

CONCORD-EQUITY GROUP ADVISORS

Name of Sponsor

CONCORD EQUITY GROUP

Name of Wrap Fee Program

CONSULTING SERVICES

Name of Sponsor

RAYMOND JAMES

Name of Wrap Fee Program

CONSULTING SERVICES SELECTS

Name of Sponsor

BANK OF AMERICA

Name of Wrap Fee Program

CONSULTING SOLUTIONS

Name of Sponsor

RBC DAIN RAUSCHER

Name of Wrap Fee Program

CONSULTS

Name of Sponsor

MERRILL LYNCH

Name of Wrap Fee Program

CORE ASSET MANAGER

Name of Sponsor

BRINKER CAPITAL

Name of Wrap Fee Program

DMA

Name of Sponsor

WACHOVIA

Name of Wrap Fee Program
FIDUCIARY SERVICES PROGRAM

Name of Sponsor
SMITH BARNEY

Name of Wrap Fee Program
IMAP

Name of Sponsor
SEI

Name of Wrap Fee Program
MACS

Name of Sponsor
PRUDENTIAL

Name of Wrap Fee Program
MANAGED ACCOUNT LINK

Name of Sponsor
LOCKWOOD FINANCIAL SERVICES

Name of Wrap Fee Program
MANAGED ACCOUNT PROGRAM

Name of Sponsor
JANNEY MONTGOMERY

Name of Wrap Fee Program
MANAGED ACCOUNT PROGRAM

Name of Sponsor
STIFEL NICOLAUS

Name of Wrap Fee Program
MANAGED ACCOUNT PROGRAM (MAP)

Name of Sponsor
EDWARD JONES

Name of Wrap Fee Program
MANAGED ACCOUNT PROGRAMS

Name of Sponsor
MOORS & CABOT

Name of Wrap Fee Program
MANAGED ACCOUNT SELECT

Name of Sponsor
CHARLES SCHWAB

Name of Wrap Fee Program
MAP

Name of Sponsor
SEI INVESTMENTS

Name of Wrap Fee Program
MAP

Name of Sponsor
FUNDQUEST

Name of Wrap Fee Program
MASTERS PROGRAM

Name of Sponsor
WACHOVIA SECURITIES

Name of Wrap Fee Program
MERRILL LYNCH UDP

Name of Sponsor

BANK OF AMERICA MERRILL LYNCH

Name of Wrap Fee Program

MORGAN STANLEY PPA

Name of Sponsor

MORGAN STANLEY

Name of Wrap Fee Program

PLATFORM STRATEGIC TRUST

Name of Sponsor

WELLS FARGO, PLATFORM STRATEGIC TRUST

Name of Wrap Fee Program

PREMIER PORTFOLIO SERVICES

Name of Sponsor

AMERIPRISE

Name of Wrap Fee Program

PROAM

Name of Sponsor

NBC SECURITIES

Name of Wrap Fee Program

RKA CHOICE ACCOUNT

Name of Sponsor

RK ADVISORS

Name of Wrap Fee Program

SELECT UMA

Name of Sponsor

SMITH BARNEY

Name of Wrap Fee Program

SEPARATE ACCOUNT MANAGEMENT PROGRAM

Name of Sponsor

D.A. DAVIDSON

Name of Wrap Fee Program

STRATEGIC WEALTH PORTFOLIOS

Name of Sponsor

UBS

Name of Wrap Fee Program

THE DIAMOND PORTFOLIO

Name of Sponsor

HSBC SECURITIES (CANADA)

Name of Wrap Fee Program

UMA PROGRAM

Name of Sponsor

BRINKER CAPITAL

Name of Wrap Fee Program

UNKNOWN

Name of Sponsor

JP MORGAN CHASE

Name of Wrap Fee Program

UNKNOWN

Name of Sponsor

EVERGREEN INVESTMENTS

Name of Wrap Fee Program

UNKNOWN

Name of Sponsor

FOLIO DYNAMIX

Name of Wrap Fee Program

UNKNOWN

Name of Sponsor

RICHARDSON PARTNERS

Name of Wrap Fee Program

UNKNOWN

Name of Sponsor

ENVESTNET

Name of Wrap Fee Program

UNKNOWN

Name of Sponsor

NATIONWIDE FINANCIAL

Name of Wrap Fee Program

UNKNOWN

Name of Sponsor

TORONTO DOMINION

Name of Wrap Fee Program

WELLS SELECT

Name of Sponsor

WELLS FARGO

SECTION 6.A. Names of Your Other Businesses

No Information Filed

SECTION 6.B.(2) Description of Primary Business

Describe your primary business (not your investment advisory business):

If you engage in that business under a different name, provide that name:

SECTION 6.B.(3) Description of Other Products and Services

Describe other products or services you sell to your client, You may omit products and services that you listed in Section 6.B.(2) above.

If you engage in that business under a different name, provide that name.

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

SECTION 9.C. Independent Public Accountant

You must complete the following information for each independent public accountant engaged to perform a surprise examination, perform an audit of a pooled investment vehicle that you manage, or prepare an internal control report. You must complete a separate Schedule D Section 9.C. for each independent public accountant.

(1) Name of the independent public accountant:

ERNST & YOUNG

(2) The location of the independent public accountant's office responsible for the services provided:

Number and Street 1:

Number and Street 2:

5 TIMES SQUARE

City:

State:

Country:

ZIP+4/Postal Code:

NEW YORK

New York

UNITED STATES

10036

Yes No

(3) Is the independent public accountant registered with the Public Company Accounting Oversight Board? Yes No

(4) If yes to (3) above, is the independent public accountant subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(5) The independent public accountant is engaged to:

- A. audit a pooled investment vehicle
- B. perform a surprise examination of clients' assets
- C. prepare an internal control report

(6) Does any report prepared by the independent public accountant that audited the pooled investment vehicle or that examined internal controls contain an unqualified opinion?

Yes

No

Report Not Yet Received

If you check "Report Not Yet Received", you must promptly file an amendment to your Form ADV to update your response when the accountant's report is available.

(1) Name of the independent public accountant:

PRICEWATERHOUSECOOPERS LLP

(2) The location of the independent public accountant's office responsible for the services provided:

Number and Street 1:

Number and Street 2:

300 MADISON AVENUE

City:

State:

Country:

ZIP+4/Postal Code:

NEW YORK

New York

UNITED STATES

10017

(3) Is the independent public accountant registered with the Public Company Accounting Oversight Board? Yes No

(4) If yes to (3) above, is the independent public accountant subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules? Yes No

(5) The independent public accountant is engaged to:

- A. audit a pooled investment vehicle
- B. perform a surprise examination of clients' assets
- C. prepare an internal control report

(6) Does any report prepared by the independent public accountant that audited the pooled investment vehicle or that examined internal controls contain an unqualified opinion?

Yes

No

Report Not Yet Received

If you check "Report Not Yet Received", you must promptly file an amendment to your Form ADV to update your response when the accountant's report is available.

SECTION 10.A. Control Persons

You must complete a separate Schedule D Section 10.A. for each control person not named in Item 1.A. or Schedules A, B, or C that directly or indirectly controls your management or policies.

Firm or Organization Name

AXA

CRD Number (if any)

Effective Date

07/01/1992

Termination Date

Business Address:

Number and Street 1

23, AVENUE MATIGNON

Number and Street 2

City

PARIS

State

Country

FRANCE

ZIP+4/Postal Code

75008

If this address is a private residence, check this box:

Briefly describe the nature of the control:

SEE SCHEDULE D, PAGE 5

You must complete a separate Schedule D Section 10.A. for each control person not named in Item 1.A. or Schedules A, B, or C that directly or indirectly controls your management or policies.

Firm or Organization Name

AXA FINANCIAL, INC.

CRD Number (if any)

Effective Date

09/01/1999

Termination Date

Business Address:

Number and Street 1

1290 AVENUE OF THE AMERICAS

Number and Street 2

City

NEW YORK

State

New York

Country

UNITED STATES

ZIP+4/Postal Code

10104

If this address is a private residence, check this box:

Briefly describe the nature of the control:

SEE SCHEDULE D, PAGE 5

SECTION 10.B. Control Person Public Reporting Companies

B. If any person named in Schedules A, B, or C, or in Section 10 A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please provide the following information (you must complete a separate Schedule D Section 10.B. for each public reporting company):

(1) Full legal name of the public reporting company:

ALLIANCEBERNSTEIN HOLDING
L.P.

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

825313

- B. If any person named in Schedules A, B, or C, or in Section 10 A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934 , please provide the following information (you must complete a separate Schedule D Section 10.B. for each public reporting company):
- | | |
|--|-------------------------------------|
| (1) Full legal name of the public reporting company: | AXA EQUITABLE LIFE
INSURANCE CO. |
| (2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company): | 727920 |

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

PART 1A, ITEM 5.D CLIENTS - CLIENTS WHICH FALL INTO THE CATEGORY OF "INDIVIDUAL" MAKE UP A LARGE PROPORTION OF REGISTRANT'S TOTAL NUMBER OF CLIENTS, BUT ACCOUNT FOR LESS THAN 20% OF REGISTRANT'S TOTAL AUM AS OF 12/31/2011. INSTITUTIONAL CLIENTS (FOR EXAMPLE: PUBLIC AND PRIVATE PENSION PLANS, FOUNDATIONS ETC.) AND RETAIL MUTUAL FUNDS COMPRISE APPROXIMATELY 54% AND 28%, RESPECTIVELY, OF REGISTRANT'S TOTAL AUM AS OF THAT SAME DATE. PART 1A, ITEM 5.F (2) - ASSETS UNDER MANAGEMENT - THE AUM IDENTIFIED IN ITEM 5.F(2) INCLUDES ASSETS OF ADVISORY AFFILIATES THAT ARE DIRECTLY OR INDIRECTLY CONTROLLED BY REGISTRANT INCLUDING THOSE ADVISORY AFFILIATES, SUCH AS SANFORD C. BERNSTEIN & CO., LLC, THAT HAVE DELEGATED INVESTMENT MANAGEMENT RESPONSIBILITY TO REGISTRANT. PART 1A, ITEM 10 - CONTROL PERSONS - AS OF DECEMBER 31, 2011, THE OWNERSHIP STRUCTURE OF ALLIANCEBERNSTEIN L.P., AS A PERCENTAGE OF LIMIED PARTNERSHIP INTERESTS, WAS AS FOLLOWS: AXA, THROUGH CERTAIN OF ITS SUBSIDIARIES OWNS 61.4% OF THE ECONOMIC INTEREST IN ALLIANCEBERNSTEIN. ABC, AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF AXA EQUITABLE, OWNS 100,000 GENERAL PARTNERSHIP UNITS IN ALLIANCEBERNSTEIN HOLDING AND A 1% GENERAL PARTNERSHIP INTEREST IN ALLIANCEBERNSTEIN. AXA AND ITS SUBSIDIARIES OWN ALL OF THE ISSUED AND OUTSTANDING SHARES OF THE COMMON STOCK OF AXA FINANCIAL. FOR MORE DETAILED INFORMATION REGARDING REGISTRANT'S OWNERSHIP STRUCTURE, PLEASE REFER TO REGISTRANT'S FORM 10-K, AVAILABLE AT WWW.ALLIANCEBERNSTEIN.COM OR WWW.SEC.GOV. PART 1A, ITEM 7.B LIMITED PARTNERSHIP PARTICIPATION OR OTHER PRIVATE FUND PARTICIPATION- ALL CURRENT VALUES OF THE TOTAL ASSETS OF THE LIMITED PARTNERSHIPS, LIMITED LIABILITY COMPANIES, OR OTHER PRIVATE FUNDS ARE AS OF 12/31/2011.

ADV, DRP Pages

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|---|---|----------------------------------|---|----------------------------------|
| <input checked="" type="checkbox"/> 11.C(1) | <input checked="" type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input checked="" type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

- Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

REGISTRANT'S MUTUAL FUNDS BOARDS MUST INSTITUTE CORPORATE GOVERNANCE REFORMS. REGISTRANT MUST ESTABLISH A CODE OF ETHICS OVERSIGHT COMMITTEE, AN INTERNAL COMPLIANCE CONTROLS COMMITTEE, A COMPANY OMBUDSMAN AND ENGAGE AN INDEPENDENT COMPLIANCE CONSULTANT. IN ADDITION, COMMENCING IN 2005, AND AT LEAST ONCE EVERY OTHER YEAR THEREAFTER, REGISTRANT MUST UNDERGO A COMPLIANCE REVIEW BY AN INDEPENDENT THIRD PARTY.

3. Date Initiated (MM/DD/YYYY):

10/31/2003 Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

N/A

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Mutual Fund(s)

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE SEC ALLEGED THAT REGISTRANT VIOLATED SECTIONS 206(1), 206(2), SECTION 204A OF THE INVESTMENT ADVISERS ACT OF 1940, SECTIONS 20(A) SECTION 17(D) SECTION 34(B) OF THE INVESTMENT COMPANY ACT OF 1940 AND RULES 20A-1 AND 17D-1 THEREUNDER IN CONNECTION WITH MARKET TIMING TRANSACTIONS OF MUTUAL FUND SHARES, SOME OF WHICH HAD AN ADVERSE EFFECT ON MUTUAL FUND SHAREHOLDERS.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Order

11. Resolution Date (MM/DD/YYYY):

12/18/2003 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|---|---|
| <input checked="" type="checkbox"/> Monetary/Fine Amount: \$ 100,000,000.00 | <input checked="" type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input checked="" type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

REGISTRANT'S MUTUAL FUNDS BOARDS MUST INSTITUTE CORPORATE GOVERNANCE REFORMS. REGISTRANT MUST ESTABLISH A CODE OF ETHICS OVERSIGHT COMMITTEE, AN INTERNAL COMPLIANCE CONTROLS COMMITTEE, A COMPANY OMBUDSMAN AND ENGAGE AN INDEPENDENT COMPLIANCE CONSULTANT. IN ADDITION, COMMENCING IN 2005, AND AT LEAST ONCE EVERY OTHER YEAR THEREAFTER, REGISTRANT MUST UNDERGO A COMPLIANCE REVIEW BY AN INDEPENDENT THIRD PARTY.

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

REGISTRANT MUST ESTABLISH A \$250 MILLION FUND TO COMPENSATE FUND SHAREHOLDERS FOR THE ADVERSE EFFECTS OF MARKET TIMING IN SOME OF ITS MUTUAL FUNDS. OF THE \$250 MILLION FUND, THE AGREEMENTS CHARACTERIZE \$150 MILLION AS DISGORGEMENT AND \$100 MILLION AS A PENALTY. REGISTRANT'S MUTUAL FUNDS BOARDS MUST HAVE INDEPENDENT DIRECTORS THAT COMPRISE AT LEAST 75% OF EACH BOARD AND ADD A SENIOR OFFICER AND ANY NEEDED STAFF TO ASSIST THE BOARDS IN THEIR OVERSIGHT OF COMPLIANCE, FIDUCIARY ISSUES AND CONFLICTS OF INTEREST. IN ADDITION, THE TERMS OF THE AGREEMENT ALSO INCLUDES THE FORMATION OF A CODE OF ETHICS OVERSIGHT COMMITTEE, ESTABLISHMENT OF AN INTERNAL COMPLIANCE CONTROLS COMMITTEE; ESTABLISHMENT OF A COMPANY OMBUDSMAN; ENGAGEMENT OF AN INDEPENDENT COMPLIANCE CONSULTANT; AND COMMENCING IN 2005, AND AT LEAST ONCE EVERY OTHER YEAR THEREAFTER, REGISTRANT SHALL UNDERGO A COMPLIANCE REVIEW BY AN INDEPENDENT THIRD PARTY.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON DECEMBER 18, 2003 REGISTRANT REACHED TERMS WITH THE NEW YORK STATE ATTORNEY GENERAL ("NYAG") AND THE STAFF OF THE SECURITIES AND EXCHANGE COMMISSION ("SEC") FOR THE RESOLUTION OF REGULATORY CLAIMS WITH RESPECT TO MARKET TIMING IN SOME OF ITS MUTUAL FUNDS. THE AGREEMENT WITH THE NEW YORK ATTORNEY GENERAL ("NYAG") IS SUBJECT TO FINAL DEFINITIVE DOCUMENTATION. UNDER BOTH THE SEC AND NYAG AGREEMENTS, REGISTRANT MUST ESTABLISH A \$250 MILLION FUND TO COMPENSATE FUND SHAREHOLDERS FOR THE ADVERSE EFFECTS OF MARKET TIMING IN SOME OF ITS MUTUAL FUNDS. OF THE \$250 MILLION FUND, THE AGREEMENTS CHARACTERIZE \$150 MILLION AS DISGORGEMENT AND \$100 MILLION AS A PENALTY. IN ADDITION, UNDER BOTH AGREEMENTS, REGISTRANT'S MUTUAL FUNDS BOARDS, MUST HAVE INDEPENDENT DIRECTORS THAT COMPRISE AT LEAST 75% OF EACH BOARD, AND MUST ADD A SENIOR OFFICER AND ANY NEEDED STAFF TO ASSIST THE BOARDS IN THEIR OVERSIGHT OF

COMPLIANCE, FIDUCIARY ISSUES AND CONFLICTS OF INTEREST. THE TERMS AND CONDITIONS OF THE AGREEMENTS ALSO INCLUDE, AMONG OTHERS FORMATION OF A CODE OF ETHICS OVERSIGHT COMMITTEE; ESTABLISHMENT OF AN INTERNAL COMPLIANCE CONTROLS COMMITTEE; ESTABLISHMENT OF A COMPANY; ENGAGEMENT OF AN INDEPENDENT COMPLIANCE CONSULTANT; AND COMMENCING IN 2005, AND AT LEAST ONCE EVERY OTHER YEAR THEREAFTER, REGISTRANT SHALL UNDERGO A COMPLIANCE REVIEW BY AN INDEPENDENT THIRD PARTY. ON SEPTEMBER 1, 2004, THE NYAG AND REGISTRANT ENTERED INTO AN ASSURANCE OF DISCONTINUANCE WHICH DOCUMENTED AND CONFIRME THE TERMS PREVIOUSLY AGREED UPON. THE AGREEMENT WITH THE SEC IS REFLECTED IN AN ORDER OF THE COMMISSION.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:		Regulatory Action		
<input type="checkbox"/> 11.C(1)	<input checked="" type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input checked="" type="checkbox"/> 11.C(4)	<input checked="" type="checkbox"/> 11.C(5)
<input type="checkbox"/> 11.D(1)	<input type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)
<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)	
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.			

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 108477 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: ALLIANCE
CAPITAL

MANAGEMENT L P

(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION

2. Principal Sanction:

Censure

Other Sanctions:

REQUIRED TO RETAIN AN INDEPENDENT CONSULTANT TO CONDUCT A REVIEW OF ACMLP'S PERSONAL TRADING POLICIES AND PROCEDURES

3. Date Initiated (MM/DD/YYYY):

04/28/1997 Exact Explanation
If not exact, provide explanation:

4. Docket/Case Number:

3-9301

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Mutual Fund(s)

Other Product Types:

INVESTMENT ADVISORY SERVICES

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE SEC FOUND THAT IN THE 1990-92 PERIOD ACMLP HAD NOT ADEQUATELY SUPERVISED THE PERSONAL SECURITIES TRADING OF ONE OF ITS FORMER EMPLOYEES BASED ON ACMLP'S FAILURE TO HAVE SUFFICIENT SUPERVISORY PROCEDURES IN PLACE AND FAILURE TO IMPLEMENT PROPERLY THOSE PROCEDURES.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Settled

11. Resolution Date (MM/DD/YYYY):

04/28/1997 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|---|--|
| <input checked="" type="checkbox"/> Monetary/Fine Amount: \$ 100,000.00 | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

REQUIRED TO RETAIN AN INDEPENDENT CONSULTANT TO CONDUCT A REVIEW OF ACLP'S PERSONAL TRADING POLICIES AND PROCEDURES.

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

\$100,000 PAID ON APRIL 29, 1997

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON APRIL 17, 1997, THE SEC ACCEPTED AN OFFER OF SETTLEMENT FROM ALLIANCE CAPITAL MANAGEMENT L.P. ("ACMLP") AND ISSUED AN ORDER INSTITUTING PROCEEDINGS, MAKING FINDINGS AND IMPOSING REMEDIAL SANCTIONS PURSUANT TO SECTION 203(E)(5) OF THE INVESTMENT ADVISERS ACT OF 1940 ("THE ORDER"). IN THE ORDER, THE SEC FOUND THAT DURING THE 1990-92 PERIOD ACMLP HAD NOT ADEQUATELY SUPERVISED THE PERSONAL SECURITIES TRADING OF ONE OF ITS FORMER EMPLOYEES BASED ON ACMLP'S FAILURE TO HAVE SUFFICIENT SUPERVISORY PROCEDURES IN PLACE AND FAILING TO IMPLEMENT PROPERLY THOSE PROCEDURES. IN MAKING ITS OFFER OF SETTLEMENT, ACMLP NEITHER ADMITTED NOR DENIED THE SEC'S FINDINGS SET FORTH IN THE ORDER. AS PART OF THE SETTLEMENT, ACMLP AGREED TO BE CENSURED, TO PAY A CIVIL MONETARY PENALTY OF \$100,000 AND TO RETAIN AN INDEPENDENT CONSULTANT TO CONDUCT A REVIEW OF ACMLP'S PERSONAL TRADING POLICIES AND PROCEDURES.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:		Regulatory Action		
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)
<input checked="" type="checkbox"/> 11.D(1)	<input checked="" type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input checked="" type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)
<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)	
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.			

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.

- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

NEW YORK STATE ATTORNEY GENERAL

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

REGISTRANT'S MUTUAL FUNDS BOARDS MUST INSTITUTE CORPORATE GOVERNANCE REFORMS. REGISTRANT MUST ESTABLISH A CODE OF ETHICS OVERSIGHT COMMITTEE, AN INTERNAL COMPLIANCE CONTROLS COMMITTEE, A COMPANY OMBUDSMAN AND ENGAGE AN INDEPENDENT COMPLIANCE CONSULTANT. IN ADDITION, COMMENCING IN 2005, AND AT LEAST ONCE EVERY OTHER YEAR THEREAFTER, REGISTRANT MUST UNDERGO A COMPLIANCE REVIEW BY AN INDEPENDENT THIRD PARTY.

3. Date Initiated (MM/DD/YYYY):

08/25/2003 Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

N/A

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Mutual Fund(s)

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

NYAG ALLEGED REGULATORY CLAIMS WITH REGARD TO MARKET TIMING TRANSACTIONS OF MUTUAL FUND SHARES, SOME OF WHICH HAD AN ADVERSE EFFECT ON MUTUAL FUND SHAREHOLDERS.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Settled

11. Resolution Date (MM/DD/YYYY):

12/18/2003 Exact Explanation

If not exact, provide explanation:

ON DECEMBER 18, 2003 REGISTRANT REACHED TERMS WITH THE NEW YORK STATE ATTORNEY GENERAL ("NYAG") SUBJECT TO FINAL, DEFINITIVE DOCUMENTATION. ON SEPTEMBER 1, 2004, THE NYAG AND REGISTRANT ENTERED INTO AN ASSURANCE OF DISCONTINUANCE WHICH DOCUMENTED AND CONFIRMED THE TERMS PREVIOUSLY AGREED UPON.

12. Resolution Detail:

- A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|---|---|
| <input checked="" type="checkbox"/> Monetary/Fine Amount: \$ 100,000,000.00 | <input checked="" type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input checked="" type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

- B. Other Sanctions Ordered:

REGISTRANT'S MUTUAL FUNDS BOARDS MUST INSTITUTE CORPORATE GOVERNANCE REFORMS. REGISTRANT MUST ESTABLISH A CODE OF ETHICS OVERSIGHT COMMITTEE, AN INTERNAL COMPLIANCE CONTROLS COMMITTEE, A COMPANY OMBUDSMAN AND ENGAGE AN INDEPENDENT COMPLIANCE CONSULTANT. IN ADDITION, COMMENCING IN 2005, AND AT LEAST ONCE EVERY OTHER YEAR THEREAFTER, REGISTRANT MUST UNDERGO A COMPLIANCE REVIEW BY AN INDEPENDENT THIRD PARTY. THE AGREEMENT WITH THE NYAG INCLUDES FEE REDUCTIONS IN CERTAIN OF REGISTRANT'S U.S. LONG-TERM OPEN-END RETAIL FUNDS.

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

REGISTRANT MUST ESTABLISH A \$250 MILLION FUND TO COMPENSATE FUND SHAREHOLDERS FOR THE ADVERSE EFFECTS OF MARKET TIMING IN SOME OF ITS MUTUAL FUNDS. OF THE \$250 MILLION FUND, THE AGREEMENTS CHARACTERIZE \$150 MILLION AS DISGORGEMENT AND \$100

MILLION AS A PENALTY. REGISTRANT'S MUTUAL FUNDS BOARDS MUST HAVE INDEPENDENT DIRECTORS THAT COMPRISE AT LEAST 75% OF EACH BOARD AND ADD A SENIOR OFFICER AND ANY NEEDED STAFF TO ASSIST THE BOARDS IN THEIR OVERSIGHT OF COMPLIANCE, FIDUCIARY ISSUES AND CONFLICTS OF INTEREST. IN ADDITION, THE TERMS OF THE AGREEMENT ALSO INCLUDES THE FORMATION OF A CODE OF ETHICS OVERSIGHT COMMITTEE; ESTABLISHMENT OF AN INTERNAL COMPLIANCE CONTROLS COMMITTEE; ESTABLISHMENT OF A COMPANY OMBUDSMAN; ENGAGEMENT OF AN INDEPENDENT COMPLIANCE CONSULTANT; AND COMMENCING IN 2005, AND AT LEAST ONCE EVERY OTHER YEAR THEREAFTER, REGISTRANT SHALL UNDERGO A COMPLIANCE REVIEW BY AN INDEPENDENT THIRD PARTY.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON DECEMBER 18, 2003 REGISTRANT REACHED TERMS WITH THE NEW YORK STATE ATTORNEY GENERAL ("NYAG") AND THE STAFF OF THE SECURITIES AND EXCHANGE COMMISSION ("SEC") FOR THE RESOLUTION OF REGULATORY CLAIMS WITH RESPECT TO MARKET TIMING IN SOME OF ITS MUTUAL FUNDS. THE AGREEMENT WITH THE SEC IS REFLECTED IN AN ORDER OF THE COMMISSION. THE AGREEMENT WITH THE NYAG IS REFLECTED IN AN ASSURANCE OF DISCONTINUANCE DATED SEPTEMBER 1, 2004 WHICH DOCUMENTED AND CONFIRMED THE TERMS PREVIOUSLY AGREED UPON. UNDER BOTH THE SEC AND NYAG AGREEMENTS, REGISTRANT MUST ESTABLISH A \$250 MILLION FUND TO COMPENSATE FUND SHAREHOLDERS FOR THE ADVERSE EFFECTS OF MARKET TIMING IN SOME OF ITS MUTUAL FUNDS. OF THE \$250 MILLION FUND, THE AGREEMENTS CHARACTERIZE \$150 MILLION AS DISGORGEMENT AND \$100 MILLION AS A PENALTY. THE AGREEMENT WITH THE NYAG INCLUDES A WEIGHTED AVERAGE REDUCTION IN FEES OF 20% ON REGISTRANT'S U.S. LONG-TERM OPEN-END RETAIL FUNDS, COMMENCING JANUARY 1, 2004, FOR A MINIMUM OF 5 YEARS. UNDER BOTH AGREEMENTS, REGISTRANT'S MUTUAL FUNDS BOARDS, MUST ALSO HAVE INDEPENDENT DIRECTORS THAT COMPRISE AT LEAST 75% OF EACH BOARD, AND MUST ADD A SENIOR OFFICER AND ANY NEEDED STAFF TO ASSIST THE BOARDS IN THEIR OVERSIGHT OF COMPLIANCE, FIDUCIARY ISSUES AND CONFLICTS OF INTEREST. THE TERMS AND CONDITIONS OF THE AGREEMENTS ALSO INCLUDE, AMONG OTHERS FORMATION OF A CODE OF ETHICS OVERSIGHT COMMITTEE; ESTABLISHMENT OF AN INTERNAL COMPLIANCE CONTROLS COMMITTEE; ESTABLISHMENT OF A COMPANY; ENGAGEMENT OF AN INDEPENDENT COMPLIANCE CONSULTANT; AND COMMENCING IN 2005, AND AT LEAST ONCE EVERY OTHER YEAR THEREAFTER, REGISTRANT SHALL UNDERGO A COMPLIANCE REVIEW BY AN INDEPENDENT THIRD PARTY.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:		Regulatory Action				
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)		
<input type="checkbox"/> 11.D(1)	<input checked="" type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input checked="" type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)		
<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)			
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.					

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one

regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: ALLIANCE
CAPITAL
MANAGEMENT
(INDIA) PRIVATE
LTD.
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

- Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign
 (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
 SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI")

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)
 Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

09/08/2003 Exact Explanation
 If not exact, provide explanation:

4. Docket/Case Number:

N/A

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other
 Other Product Types:
 INVESTMENT ADVISORY SERVICES

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

SEBI ALLEGED THAT REGISTRANT AND ALLIANCE CAPITAL ASSET MANAGEMENT (INDIA) PRIVATE LTD. ("ACAM") FAILED TO MAKE DISCLOSURE FILINGS AS TO THE ACQUISITION OF SHARES OF FIVE INDIAN EQUITY SECURITIES HELD AT VARIOUS TIMES BY REGISTRANT (THROUGH SUB-ACCOUNTS UNDER ITS FOREIGN INSTITUTIONAL INVESTOR LICENSES), ITS INDIAN ASSET MANAGEMENT SUBSIDIARY AND ITS LOCAL INDIAN MUTUAL FUND. REGULATION 7 OF SEBI REGULATIONS, 1997, REGULATION 13 OF SEBI AND REGULATIONS 1992 AND SECTION 15A OF THE SEBI ACT REQUIRE THAT DISCLOSURE BE MADE WHEN AN INVESTOR'S (OR A GROUP OF INVESTORS ACTING IN CONCERT) HOLDINGS IN AN INDIAN SECURITY EITHER EXCEEDS 5% OF THE OUTSTANDING SHARES OR CHANGES BY MORE THAN 2%.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Order

11. Resolution Date (MM/DD/YYYY):

05/12/2004 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- Monetary/Fine Amount: \$ 630,000.00
- Revocation/Expulsion/Denial Disgorgement/Restitution
- Censure Cease and Desist/Injunction
- Bar Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

SEBI IMPOSED A PENALTY OF RS. 28,650,000 (APPROXIMATELY \$630,000) JOINTLY AND SEVERALLY AGAINST REGISTRANT AND ACAM.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON MAY 12, 2004, SEBI ISSUED AN ADJUDICATING ORDER (THE "ORDER") AGAINST ACAM AND IT'S LOCAL INDIAN MUTUAL FUND, FINDING THAT THEY VIOLATED SECTION 15A OF THE SEBI ACT, 1992 BY NOT FILING THE NOTICES REQUIRED BY THE TAKEOVER REGULATIONS IN A TIMELY FASHION. SEBI ALLEGED THAT REGISTRANT FAILED TO MAKE DISCLOSURE FILINGS AS TO THE ACQUISITION OF SHARES OF FIVE INDIAN EQUITY SECURITIES HELD AT VARIOUS TIMES BY REGISTRANT (THROUGH SUB-ACCOUNTS UNDER ITS FOREIGN INSTITUTIONAL INVESTOR LICENSES), ALLIANCE CAPITAL ASSET MANAGEMENT INDIA (PRIVATE) LTD. ("ACAM") (ITS INDIAN ASSET MANAGEMENT SUBSIDIARY), AND ACAM'S LOCAL INDIAN MUTUAL FUND. REGULATION 7 OF SEBI REGULATIONS, 1997, REGULATION 13 OF SEBI AND REGULATIONS 1992 AND SECTION 15A OF THE SEBI ACT REQUIRE THAT DISCLOSURE BE MADE WHEN AN INVESTOR'S (OR A GROUP OF INVESTORS ACTING IN CONCERT) HOLDINGS IN AN INDIAN SECURITY EITHER EXCEEDS 5% OF THE OUTSTANDING SHARES OR CHANGES BY MORE THAN 2%.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: _____ This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: **ALLIANCE
CAPITAL
MANAGEMENT
(INDIA) PRIVATE
LTD.**
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI")

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

01/02/2004 Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

N/A

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Mutual Fund(s)

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

SEBI ALLEGED THAT ON SEPTEMBER 29, 2003 ALLIANCE CAPITAL ASSET MANAGEMENT (INDIA) PRIVATE LTD. ("ACAM") (AN INDIAN ASSET MANAGEMENT SUBSIDIARY OF REGISTRANT) AND ACAM'S LOCAL INDIAN MUTUAL FUND ACCEPTED A SUBSCRIPTION IN A LOCAL OPEN ENDED MUTUAL FUND FOR TWO INVESTORS AFTER THE CUT OFF TIME IN VIOLATION OF INDIAN SECURITIES LAWS AND THE OFFERING DOCUMENTS OF THE FUND.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Order

11. Resolution Date (MM/DD/YYYY):

04/30/2004 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- Monetary/Fine Amount: \$ 12,600.00
- Revocation/Expulsion/Denial Disgorgement/Restitution
- Censure Cease and Desist/Injunction
- Bar Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

SEBI IMPOSED A PENALTY OF RS.575,000 (APPROXIMATELY \$12,600) ON ACAM AND RS. 5,75,000 ITS MUTUAL FUND SUBSIDIARY.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON APRIL 30, 2004 SEBI ENTERED AN ORDER OF ADJUDICATION AGAINST ACAM, AND ACMA'S LOCAL INDIAN MUTUAL FUND FOR VIOLATIONS OF REGULATION 10(A) AND 25(16) OF SEBI (MUTUAL FUNDS) REGULATIONS, 1996, CLAUSES 7, 8 AND 9 OF THE CODE OF CONDUCT THEREUNDER AND THE TERMS OF THE FUND'S OFFERING DOCUMENTS. SEBI ALLEGED THAT ON SEPTEMBER 29, 2003 ACAM AND ITS LOCAL INDIAN MUTUAL FUND ACCEPTED A SUBSCRIPTION IN A LOCAL OPEN ENDED MUTUAL FUND FOR TWO INVESTORS AFTER THE CUT OFF TIME IN VIOLATION OF INDIAN SECURITIES LAWS AND THE OFFERING DOCUMENTS OF THE FUND.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: ALLIANCE
CAPITAL
MANAGEMENT
(INDIA) PRIVATE
LTD.
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI")

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

05/11/2004 Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

N/A

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Mutual Fund(s)

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE SECURITIES AND EXCHANGE BOARD ALLEGED THAT ALLIANCE CAPITAL ASSET MANAGEMENT INDIA (PRIVATE) LTD. ("ACAM"), ITS LOCAL INDIAN MUTUAL FUND AND REGISTRANT VIOLATED SECTION 15G AND 15HA OF THE SEBI ACT WHEN A PORTFOLIO MANAGER OF ACAM RELIED ON UNPUBLISHED PRICE SENSITIVE INFORMATION IN MAKING CERTAIN INVESTMENT DECISIONS ON BEHALF OF CERTAIN CLIENTS OF ACAM AND REGISTRANT AND THAT DURING VARIOUS TIME PERIODS HE ENGAGED IN MANIPULATIVE TRADING ACTIVITY WITH RESPECT TO CERTAIN OTHER SECURITIES.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

THE REGISTRANT AND ACAM INTEND TO FILE AN APPEAL WITH RESPECT TO THE ORDER WITH THE SECURITIES APPELLATE TRIBUNAL.

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Order

11. Resolution Date (MM/DD/YYYY):

08/18/2004 Exact Explanation

If not exact, provide explanation:

SEBI IMPOSED A PENALTY OF RS. 150,000,000 (APPROXIMATELY \$3,200,000), JOINTLY AND SEVERALLY ON ACAM AND REGISTRANT.

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- Monetary/Fine Amount: \$ 3,200,000.00
- Revocation/Expulsion/Denial Disgorgement/Restitution
- Censure Cease and Desist/Injunction
- Bar Suspension

B. Other Sanctions Ordered:

SEBI IMPOSED A PENALTY OF RS. 150,000,000 (APPROXIMATELY \$3,200,000), JOINTLY AND SEVERALLY ON ACAM AND REGISTRANT.

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

SEBI IMPOSED A PENALTY OF RS. 150,000,000 (APPROXIMATELY \$3,200,000), JOINTLY AND SEVERALLY ON ACAM AND REGISTRANT.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON AUGUST 18, 2004 THE SECURITIES AND EXCHANGE BOARD OF INDIA ENTERED AN ORDER OF ADJUDICATION AGAINST ALLIANCE CAPITAL ASSET MANAGEMENT INDIA (PRIVATE) LTD. ("ACAM"), ITS LOCAL INDIAN MUTUAL FUND AND REGISTRANT FOR VIOLATIONS OF SECTION 15G AND 15HA OF THE SEBI ACT. THE ORDER STATES THAT A PORTFOLIO MANAGER OF ACAM RELIED ON UNPUBLISHED PRICE SENSITIVE INFORMATION IN MAKING CERTAIN INVESTMENT DECISIONS ON BEHALF OF CERTAIN CLIENTS OF ACAM AND REGISTRANT AND THAT DURING VARIOUS TIME PERIODS HE ENGAGED IN MANIPULATIVE TRADING ACTIVITY WITH RESPECT TO CERTAIN OTHER SECURITIES. THE REGISTRANT AND ACAM INTEND TO FILE AN APPEAL WITH RESPECT TO THE ORDER WITH THE SECURITIES APPELLATE TRIBUNAL.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |

- 11.E(1) 11.E(2) 11.E(3) 11.E(4)
 11.F. 11.G.

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

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PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
 You and one or more of your advisory affiliates
 One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual
 Registered: Yes No
 Name: **AXA EQUITABLE
LIFE INSURANCE
COMPANY**
 (For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
 This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes,"

no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- Monetary/Fine Amount: \$
- Revocation/Expulsion/Denial
- Censure
- Bar
- Disgorgement/Restitution
- Cease and Desist/Injunction
- Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

 ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: AXA EQUITABLE
LIFE INSURANCE
COMPANY
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:
5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:
- Other Product Types:
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):
8. Current Status? Pending On Appeal Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:
- If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.
10. How was matter resolved:
11. Resolution Date (MM/DD/YYYY):
- Exact Explanation
- If not exact, provide explanation:
12. Resolution Detail:
- A. Were any of the following Sanctions Ordered (check all appropriate items)?
- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |
- B. Other Sanctions Ordered:
- Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:
13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:		Regulatory Action				
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)		
<input type="checkbox"/> 11.D(1)	<input checked="" type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input checked="" type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)		
<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)			
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.					

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: AXA EQUITABLE
LIFE INSURANCE
COMPANY
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten

years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

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Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

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One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

You (the advisory firm)

You and one or more of your advisory affiliates

One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: AXA EQUITABLE
LIFE INSURANCE
COMPANY
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

Monetary/Fine Amount: \$

Revocation/Expulsion/Denial

Censure

Bar

Disgorgement/Restitution

Cease and Desist/Injunction

Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

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Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

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PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: AXA EQUITABLE
LIFE INSURANCE
COMPANY
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer

associated with the adviser.

- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

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- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

- Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

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Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

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One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use

only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: AXA EQUITABLE
LIFE INSURANCE
COMPANY
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

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Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC
 Other Federal
 State
 SRO
 Foreign
 (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact
 Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status?
 Pending
 On Appeal
 Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact
 Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and

capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:		Regulatory Action		
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)
<input type="checkbox"/> 11.D(1)	<input checked="" type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input checked="" type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)
<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)	
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.			

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

- A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
 You and one or more of your advisory affiliates
 One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual
Registered: Yes No
Name: **AXA EQUITABLE**

**LIFE INSURANCE
COMPANY**

(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

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Regulatory Action				
Check item(s) being responded to:				
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)
<input type="checkbox"/> 11.D(1)	<input checked="" type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input checked="" type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)
<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)	

- 11.F. 11.G.

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: **AXA EQUITABLE
LIFE INSURANCE
COMPANY**
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

Monetary/Fine Amount: \$

- | | |
|--|--|
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Bar | <input type="checkbox"/> Suspension |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

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Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

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PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: AXA EQUITABLE
LIFE INSURANCE
COMPANY
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:
Other Product Types:
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):
8. Current Status? Pending On Appeal Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:
- If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

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Check item(s) being responded to:		Regulatory Action		
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)
<input type="checkbox"/> 11.D(1)	<input checked="" type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input checked="" type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)
<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)	
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.			

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One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: **AXA EQUITABLE
LIFE INSURANCE
COMPANY**
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- Monetary/Fine Amount: \$
- Revocation/Expulsion/Denial
- Censure
- Bar
- Disgorgement/Restitution
- Cease and Desist/Injunction
- Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

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- | Check item(s) being responded to: | | Regulatory Action | | |
|-----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
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| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

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PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: **AXA EQUITABLE
LIFE INSURANCE
COMPANY**
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

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Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

- Regulatory Action initiated by:

SEC Other Federal State SRO Foreign
(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
- Principal Sanction:

Other Sanctions:
- Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:
5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:
Other Product Types:
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):
8. Current Status? Pending On Appeal Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:
11. Resolution Date (MM/DD/YYYY):
 Exact Explanation
If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

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Check item(s) being responded to:		Regulatory Action				
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)		
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PART I

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- You (the advisory firm)
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If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

NETHERLANDS AUTHORITY FOR THE FINANCIAL MARKETS (AFM)

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

07/02/2008 Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

ALLIANCEBERNSTEIN CORPORATION

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

ON JULY 2, 2008, THE NETHERLANDS AUTHORITY FOR THE FINANCIAL MARKETS (AFM) IMPOSED AN ADMINISTRATIVE FINE OF EUR 120,000 ON ALLIANCEBERNSTEIN CORPORATION THE GENERAL PARTNER OF ALLIANCEBERNSTEIN L.P. THE FINE CONCERNED THE UNTIMELY SUBMISSION OF FIVE BENEFICIAL OWNERSHIP REPORTS UNDER ARTICLE 5:38, SECTION 1, OF THE NETHERLANDS' FINANCIAL SUPERVISION ACT. THE FIRM'S PAYMENT OF THE FINE RESOLVED THE AFM'S INQUIRY.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Settled

11. Resolution Date (MM/DD/YYYY):

08/01/2008 Exact Explanation

If not exact, provide explanation:

APPROXIMATE RESOLUTION DATE.

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- Monetary/Fine Amount: \$ 120,000.00
- Revocation/Expulsion/Denial Disgorgement/Restitution
- Censure Cease and Desist/Injunction
- Bar Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

ON JULY 2, 2008, THE NETHERLANDS AUTHORITY FOR THE FINANCIAL MARKETS (AFM) IMPOSED AN ADMINISTRATIVE FINE OF EUR 120,000 ON ALLIANCEBERNSTEIN CORPORATION THE GENERAL PARTNER OF ALLIANCEBERNSTEIN L.P. THE FINE CONCERNED THE UNTIMELY SUBMISSION OF FIVE BENEFICIAL OWNERSHIP REPORTS UNDER ARTICLE 5:38, SECTION 1, OF THE NETHERLANDS' FINANCIAL SUPERVISION ACT. THE FIRM'S PAYMENT OF THE FINE RESOLVED THE AFM'S INQUIRY.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON JULY 2, 2008, THE NETHERLANDS AUTHORITY FOR THE FINANCIAL MARKETS (AFM) IMPOSED AN ADMINISTRATIVE FINE OF EUR 120,000 ON ALLIANCEBERNSTEIN CORPORATION THE GENERAL PARTNER OF ALLIANCEBERNSTEIN L.P. THE FINE CONCERNED THE UNTIMELY SUBMISSION OF FIVE BENEFICIAL OWNERSHIP REPORTS UNDER ARTICLE 5:38, SECTION 1, OF THE NETHERLANDS' FINANCIAL SUPERVISION ACT. THE FIRM'S PAYMENT OF THE FINE RESOLVED THE AFM'S INQUIRY.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |

- 11.E(1) 11.E(2) 11.E(3) 11.E(4)
 11.F. 11.G.

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
 You and one or more of your advisory affiliates
 One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
 This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

- Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC
 Other Federal
 State
 SRO
 Foreign
 (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
SECURITIES & EXCHANGE BOARD OF INDIA (SEBI)

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)
 Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

09/09/2008 Exact Explanation
 If not exact, provide explanation:

4. Docket/Case Number:

EAD-5/VSS/JR/137165/2008

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Mutual Fund(s)
 Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

SEBI ALLEGED THAT CHANGES IN THE NAMES OF INDIAN TRADING ACCOUNTS FOR CERTAIN AUSTRALIAN UNIT TRUSTS WERE NOT REPORTED IN A TIMELY MANNER, PURSUANT TO SECTION 13 (1)(E) OF SEBI'S FOREIGN INSTITUTIONAL INVESTOR REGULATIONS. THE REGISTRANT IS THE MANAGER OF THE UNIT TRUSTS, BUT IS NOT THEIR CUSTODIAN OR TRUSTEE. THE REGISTRANT AGREED TO RESOLVE THE ALLEGATIONS WITHOUT ADMITTING OR DENYING A VIOLATION, AND A CONSENT ORDER DISPOSING OF THE MATTER WAS ISSUED ON MARCH 20, 2009.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Stipulation and Consent

11. Resolution Date (MM/DD/YYYY):

03/20/2009 Exact Explanation
 If not exact, provide explanation:

PURSUANT TO A CONSENT ORDER DATED MARCH 20, 2009, WHICH DISPOSED OF THE MATTER, THE REGISTRANT PAID SEBI A FINE AND ADMINISTRATIVE FEE OF RPS. 1,025,000 (APPROXIMATELY USD \$22,500).

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- Monetary/Fine Amount: \$ 22,500.00
- Revocation/Expulsion/Denial Disgorgement/Restitution
- Censure Cease and Desist/Injunction
- Bar Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

PURSUANT TO A CONSENT ORDER DATED MARCH 20, 2009, WHICH DISPOSED OF THE MATTER, THE REGISTRANT PAID SEBI A FINE AND ADMINISTRATIVE FEE OF RPS. 1,025,000 (APPROXIMATELY USD \$22,500).

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

PURSUANT TO A CONSENT ORDER DATED MARCH 20, 2009, WHICH DISPOSED OF THE MATTER, THE REGISTRANT PAID SEBI A FINE AND ADMINISTRATIVE FEE OF RPS. 1,025,000 (APPROXIMATELY USD \$22,500).

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|---|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input checked="" type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

- Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

- SEC Other Federal State SRO Foreign
 (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
 SOUTH KOREAN FINANCIAL SERVICES COMMISSION (FSC)

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)
 Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

06/07/2009 Exact Explanation
 If not exact, provide explanation:

4. Docket/Case Number:

N/A

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Equity Listed (Common & Preferred Stock)

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

IN A NOTICE OF ADMINISTRATIVE FINE, THE FSC ALLEGED THAT THE REGISTRANT IN 2008 DID NOT TIMELY REPORT ITS CLIENTS' BENEFICIAL OWNERSHIP OF MORE THAN 4% OF SHARES IN TWO BANK HOLDING COMPANIES PURSUANT TO ARTICLES 8 AND 72 OF THE FINANCIAL HOLDING COMPANIES ACT AND ARTICLE 6-2 OF THE PRESIDENTIAL DECREE OF THE FINANCIAL HOLDING COMPANIES ACT.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Consent

11. Resolution Date (MM/DD/YYYY):

07/17/2009 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input checked="" type="checkbox"/> Monetary/Fine Amount: \$ 12,500.00 | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total

amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

REGISTRANT PAID AN ADMINISTRATIVE FINE OF KOREAN WON 16,000,000 (APPROXIMATELY USD \$12,500) TO RESOLVE THE MATTER.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

REGISTRANT PAID AN ADMINISTRATIVE FINE OF KOREAN WON 16,000,000 (APPROXIMATELY USD \$12,500) TO RESOLVE THE MATTER.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:		Regulatory Action		
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)
<input type="checkbox"/> 11.D(1)	<input checked="" type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input type="checkbox"/> 11.D(4)	<input checked="" type="checkbox"/> 11.D(5)
<input type="checkbox"/> 11.E(1)	<input checked="" type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)	
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.			

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

- A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
 You and one or more of your advisory affiliates
 One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 14549 This advisory affiliate is a Firm an Individual
Registered: Yes No
Name: **ALLIANCE FUND**

**DISTRIBUTORS,
INC.**
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action				
Check item(s) being responded to:				
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)
<input type="checkbox"/> 11.D(1)	<input checked="" type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)
<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)	

11.F. 11.G.

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD

Number:

This advisory affiliate is a Firm an IndividualRegistered: Yes No

Name: NEW-ALLIANCE
ASSET
MANAGEMENT
(ASIA) LIMITED
("NAAM")
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes,"

no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

THE HONG KONG SECURITIES AND FUTURES COMMISSION ("SFC")

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

12/06/2005 Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

N/A

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Equity Listed (Common & Preferred Stock)

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

THE HONG KONG SECURITIES AND FUTURES COMMISSION ("SFC") ISSUED SIX SUMMONSES TO NEW-ALLIANCE ASSET MANAGEMENT (ASIA) LIMITED ("NAAM") ALLEGING THAT NAAM FAILED TO COMPLY WITH SECTIONS 3101(1)(A), 324(1) AND (2), 325(1) AND 328(A) UNDER PART XV OF THE SECURITIES AND FUTURES ORDINACE (THE "SUMMONSES").

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Consent

11. Resolution Date (MM/DD/YYYY):

02/23/2006 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- Monetary/Fine Amount: \$ 1,550.00
- | | |
|--|--|
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Bar | <input type="checkbox"/> Suspension |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

ON OR ABOUT FEBRUARY 18, MARCH 5 AND MARCH 8, 2005, NAAM, ON BEHALF OF ITS ADVISORY CLIENTS, ACQUIRED MORE THAN THE APPLICABLE STATUTORY THRESHOLD PERCENTAGE OF SHANDONG WEIGOO GROUP MEDICAL POLYMER, COMPANY LIMITED ("SHANDONG"). ALTHOUGH, NAAM FAILED TO TIMELY NOTIFY THE STOCK EXCHANGE OF HONG KONG LIMITED AND SHANDONG OF NAAM'S INTEREST IN SHANDONG, ON OCTOBER 29, 2005, NAAM SELF REPORTED THIS BREACH TO THE SFC. THE SFC ISSUED THE SUMMONSES AFTER INVESTIGATING THE MATTER. ON FEBRUARY 23, 2005, NAAM AGREED TO NOT CONTEST THE SUMMONSES AND WAS REQUIRED TO PAY A FINE OF 12,000 HONG KONG DOLLARS (HKD) (APPROXIMATELY US \$1550), WHICH RESULTED IN A RESOLUTION OF THE MATTER.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON OR ABOUT FEBRUARY 18, MARCH 5 AND MARCH 8, 2005, NAAM, ON BEHALF OF ITS ADVISORY CLIENTS, ACQUIRED MORE THAN THE APPLICABLE STATUTORY THRESHOLD PERCENTAGE OF SHANDONG WEIGOO GROUP MEDICAL POLYMER, COMPANY LIMITED ("SHANDONG"). ALTHOUGH, NAAM FAILED TO TIMELY NOTIFY THE STOCK EXCHANGE OF HONG KONG LIMITED AND SHANDONG OF NAAM'S INTEREST IN SHANDONG, ON OCTOBER 29, 2005, NAAM SELF REPORTED THIS BREACH TO THE SFC. THE SFC ISSUED THE SUMMONSES AFTER INVESTIGATING THE MATTER. ON FEBRUARY 23, 2005, NAAM AGREED TO NOT CONTEST THE SUMMONSES AND WAS REQUIRED TO PAY A FINE OF 12,000 HONG KONG DOLLARS (HKD) (APPROXIMATELY US \$1550), WHICH RESULTED IN A RESOLUTION OF THE MATTER.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: AXA EQUITABLE
LIFE INSURANCE
COMPANY
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:		Regulatory Action				
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)		
<input type="checkbox"/> 11.D(1)	<input checked="" type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)		
<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)			
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.					

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: **AXA EQUITABLE
LIFE INSURANCE
COMPANY**
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:
5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:
Other Product Types:
7. Describe the allegations related to this regulatory action (your response must fit within the space provided):
8. Current Status? Pending On Appeal Final
9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:
11. Resolution Date (MM/DD/YYYY):
 Exact Explanation
If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

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Check item(s) being responded to:		Regulatory Action				
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)		
<input type="checkbox"/> 11.D(1)	<input checked="" type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)		
<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)			
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.					

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: AXA EQUITABLE
LIFE INSURANCE
COMPANY
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority , you may remove a DRP for an

event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

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Check item(s) being responded to:		Regulatory Action				
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)		
<input type="checkbox"/> 11.D(1)	<input checked="" type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)		
<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)			
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.					

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

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PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 108477 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: ALLIANCE
CAPITAL
MANAGEMENT L P

(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

KOREAN FINANCIAL SUPERVISORY COMMISSION

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

09/03/2004 Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

N/A

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other

Other Product Types:

INVESTMENT ADVISORY SERVICES

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

ON APRIL 11, 2005 THE FINANCIAL SUPERVISORY COMMISSION (THR "FSC") (THE KOREAN SECURITIES REGULATOR) IMPOSED AN ADMINISTRATIVE FINE OF 10,000,000 WON (APPROXIMATELY \$9,800) UNDER ARTICLE 72, PARAGRAPH (1) OF THE FINANCIAL HOLDINGS COMPANIES ACT FOR VIOLATION OF ARTICLE 8, PARAGRAPH (2) OF THE FINANCIAL HOLDINGS COMPANIES ACT. THIS PROVISION REQUIRES DISCLOSURE WITHIN FIVE DAYS TO THE "FSC" IF AN INVESTOR'S HOLDINGS IN A BANK HOLDING COMPANY EXCEED 4% OR MORE OF THE VOTING SHARES ISSUED AND OUTSTANDING OR CHANGES BY MORE THAN 1% THEREAFTER.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Other

11. Resolution Date (MM/DD/YYYY):

04/11/2005 Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- Monetary/Fine Amount: \$ 9,800.00
- Revocation/Expulsion/Denial
- Censure
- Bar
- Disgorgement/Restitution
- Cease and Desist/Injunction
- Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

ON APRIL 11, 2005 THE FINANCIAL SUPERVISORY COMMISSION (THE "FSC") (THE KOREAN SECURITIES REGULATORY) IMPOSED AN ADMINISTRATIVE FINE OF 10,000,000 WON (APPROXIMATELY \$9,800) UNDER ARTICLE 72, PARAGRAPH (1) OF THE FINANCIAL HOLDINGS COMPANIES ACT FOR VIOLATION OF ARTICLE 8, PARAGRAPH (2) OF THE FINANCIAL HOLDINGS COMPANIES ACT. THE FINE WAS PAID ON APRIL 27, 2005.

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON APRIL 11, 2005 THE FINANCIAL SUPERVISORY COMMISSION (THR "FSC") (THE KOREAN SECURITIES REGULATOR) IMPOSED AN ADMINISTRATIVE FINE OF 10,000,000 WON (APPROXIMATELY \$9,800) UNDER ARTICLE 72, PARAGRAPH (1) OF THE FINANCIAL HOLDINGS COMPANIES ACT FOR VIOLATION OF ARTICLE 8, PARAGRAPH (2) OF THE FINANCIAL HOLDINGS COMPANIES ACT. THIS PROVISION REQUIRES DISCLOSURE WITHIN FIVE DAYS TO THE "FSC" IF AN INVESTOR'S HOLDINGS IN A BANK HOLDING COMPANY EXCEED 4% OR MORE OF THE VOTING SHARES ISSUED AND OUTSTANDING OR CHANGES BY MORE THAN 1% THEREAFTER.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input checked="" type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

 ADV DRP - ADVISORY AFFILIATE

No Information Filed

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

- Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

- SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

WEST VIRGINIA SECURITIES COMMISSION.

2. Principal Sanction:

Civil and Administrative Penalt(ies) /Fine(s)

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

08/30/2005 Exact Explanation
 If not exact, provide explanation:

4. Docket/Case Number:
5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6. Principal Product Type:

Mutual Fund(s)
 Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

ON AUGUST 30, 2005, THE DEPUTY COMMISSIONER OF SECURITIES OF THE WEST VIRGINIA SECURITIES COMMISSION SIGNED A "SUMMARY ORDER TO CEASE AND DESIST, AND NOTICE OF RIGHT TO HEARING" ADDRESSED TO ALLIANCE CAPITAL MANAGEMENT L.P. AND ALLIANCE CAPITAL MANAGEMENT HOLDING L.P. THE SUMMARY ORDER CLAIMED THAT THE FIRMS VIOLATED THE WEST VIRGINIA UNIFORM SECURITIES ACT, AND MADE FACTUAL ALLEGATIONS GENERALLY CONCERNING MARKET TIMING IN SPONSORED MUTUAL FUNDS. ON JANUARY 25, 2006, ALLIANCEBERNSTEIN AND OTHER UNAFFILIATED FIRMS FILED A PETITION FOR WRIT OF PROHIBITION AND ORDER SUSPENDING PROCEEDINGS IN WEST VIRGINIA STATE COURT, SEEKING TO VACATE THE SUMMARY ORDER AND FOR OTHER RELIEF. THE COURT DENIED THE WRIT AND IN SEPTEMBER 2006 THE SUPREME COURT OF APPEALS DECLINED OUR PETITION FOR APPEAL. ON SEPTEMBER 22, 2006, ALLIANCEBERNSTEIN FILED AN ANSWER AND MOTION TO DISMISS THE SUMMARY ORDER WITH THE SECURITIES COMMISSIONER. THE SUMMARY ORDER WAS VACATED WITH PREJUDICE IN NOVEMBER 2007.

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

Settled

11. Resolution Date (MM/DD/YYYY):

11/02/2007 Exact Explanation
 If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|---|--|
| <input checked="" type="checkbox"/> Monetary/Fine Amount: \$ 566,670.00 | <input checked="" type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | |

Bar Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

CONSIDERATION FOR THE SETTLEMENT INCLUDED AN ASSESSMENT (\$556,670); FEES AND COSTS (\$383,330); AND INVESTOR PRODUCTION TRUST CONTRIBUTION (\$200,000).

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

ON AUGUST 30, 2005, THE DEPUTY COMMISSIONER OF SECURITIES OF THE WEST VIRGINIA SECURITIES COMMISSION SIGNED A "SUMMARY ORDER TO CEASE AND DESIST, AND NOTICE OF RIGHT TO HEARING" ADDRESSED TO ALLIANCE CAPITAL MANAGEMENT L.P. AND ALLIANCE CAPITAL MANAGEMENT HOLDING L.P. THE SUMMARY ORDER CLAIMED THAT THE FIRMS VIOLATED THE WEST VIRGINIA UNIFORM SECURITIES ACT, AND MADE FACTUAL ALLEGATIONS GENERALLY CONCERNING MARKET TIMING IN SPONSORED MUTUAL FUNDS. ON JANUARY 25, 2006, ALLIANCEBERNSTEIN AND OTHER UNAFFILIATED FIRMS FILED A PETITION FOR WRIT OF PROHIBITION AND ORDER SUSPENDING PROCEEDINGS IN WEST VIRGINIA STATE COURT, SEEKING TO VACATE THE SUMMARY ORDER AND FOR OTHER RELIEF. THE COURT DENIED THE WRIT AND IN SEPTEMBER 2006 THE SUPREME COURT OF APPEALS DECLINED OUR PETITION FOR APPEAL. ON SEPTEMBER 22, 2006, ALLIANCEBERNSTEIN FILED AN ANSWER AND MOTION TO DISMISS THE SUMMARY ORDER WITH THE SECURITIES COMMISSIONER. THE SUMMARY ORDER WAS VACATED WITH PREJUDICE IN NOVEMBER 2007.

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Regulatory Action

Check item(s) being responded to:

- | | | | | |
|----------------------------------|---|----------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> 11.C(1) | <input type="checkbox"/> 11.C(2) | <input type="checkbox"/> 11.C(3) | <input type="checkbox"/> 11.C(4) | <input type="checkbox"/> 11.C(5) |
| <input type="checkbox"/> 11.D(1) | <input type="checkbox"/> 11.D(2) | <input type="checkbox"/> 11.D(3) | <input type="checkbox"/> 11.D(4) | <input type="checkbox"/> 11.D(5) |
| <input type="checkbox"/> 11.E(1) | <input checked="" type="checkbox"/> 11.E(2) | <input type="checkbox"/> 11.E(3) | <input type="checkbox"/> 11.E(4) | |
| <input type="checkbox"/> 11.F. | <input type="checkbox"/> 11.G. | | | |

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

- A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104845 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: AXA EQUITABLE
LIFE INSURANCE
COMPANY
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

Monetary/Fine Amount: \$

Revocation/Expulsion/Denial

Censure

Bar

Disgorgement/Restitution

Cease and Desist/Injunction

Suspension

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty

was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL OR AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:		Regulatory Action		
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)
<input type="checkbox"/> 11.D(1)	<input type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)
<input type="checkbox"/> 11.E(1)	<input checked="" type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)	
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.			

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 10

This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: **ADVEST, INC.**
(For individuals,
Last, First,
Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an INITIAL **OR** AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:		Regulatory Action		
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)
<input type="checkbox"/> 11.D(1)	<input type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)
<input type="checkbox"/> 11.E(1)	<input checked="" type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)	
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.			

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 104474 This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: **SANFORD C. BERNSTEIN & CO., LLC**
(For individuals, Last, First, Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

- Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:
 - SEC Other Federal State SRO Foreign
 - (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
 2. Principal Sanction:

Other Sanctions:
 3. Date Initiated (MM/DD/YYYY):
 - Exact Explanation
 - If not exact, provide explanation:
 4. Docket/Case Number:
 5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
 6. Principal Product Type:

Other Product Types:
 7. Describe the allegations related to this regulatory action (your response must fit within the space provided):
 8. Current Status? Pending On Appeal Final
 9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:
- If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.
10. How was matter resolved:
 11. Resolution Date (MM/DD/YYYY):
 - Exact Explanation
 - If not exact, provide explanation:
 12. Resolution Detail:
 - A. Were any of the following Sanctions Ordered (check all appropriate items)?

<input type="checkbox"/> Monetary/Fine Amount: \$	<input type="checkbox"/> Disgorgement/Restitution
<input type="checkbox"/> Revocation/Expulsion/Denial	<input type="checkbox"/> Cease and Desist/Injunction
<input type="checkbox"/> Censure	<input type="checkbox"/> Suspension
<input type="checkbox"/> Bar	
 - B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

GENERAL INSTRUCTIONS

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Check item(s) being responded to:		Regulatory Action				
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.C(5)		
<input type="checkbox"/> 11.D(1)	<input type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.D(3)	<input type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.D(5)		
<input type="checkbox"/> 11.E(1)	<input checked="" type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.E(3)	<input type="checkbox"/> 11.E(4)			
<input type="checkbox"/> 11.F.	<input type="checkbox"/> 11.G.					

Use a separate DRP for each event or proceeding . The same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

PART I

- A. The person(s) or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your advisory affiliates
- One or more of your advisory affiliates

If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name).

If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

CRD Number: 14549

This advisory affiliate is a Firm an Individual

Registered: Yes No

Name: **ALLIANCEBERNSTEIN
INVESTMENTS, INC.**
(For individuals,
Last, First, Middle)

- This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser.
- This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

- This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:

- B. If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes No

NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.

PART II

1. Regulatory Action initiated by:

SEC Other Federal State SRO Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space

provided):

8. Current Status? Pending On Appeal Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions Ordered (check all appropriate items)?

- | | |
|--|--|
| <input type="checkbox"/> Monetary/Fine Amount: \$ | <input type="checkbox"/> Disgorgement/Restitution |
| <input type="checkbox"/> Revocation/Expulsion/Denial | <input type="checkbox"/> Cease and Desist/Injunction |
| <input type="checkbox"/> Censure | <input type="checkbox"/> Suspension |
| <input type="checkbox"/> Bar | |

B. Other Sanctions Ordered:

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).

Form ADV, Signature Section

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your principal office and place of business and any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order

instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your principal office and place of business or of any state in which you are submitting a notice filing.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

MARK R. ANDERSON

Date: MM/DD/YYYY

03/30/2012

Printed Name:

MARK R. ANDERSON

Title:

SVP, COUNSEL & DEPUTY CCO

Adviser CRD Number:

108477

NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a notice filing.

2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable

power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any person subject to your written irrevocable consents or powers of attorney or any of your general partners and managing agents.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the non-resident investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:
108477