

THE ALLIANCEBERNSTEIN FUNDS
1345 Avenue of the Americas, New York, New York 10105
Toll Free (800) 221-5672

September 21, 2010

Dear Stockholders:

The Boards of Directors/Trustees (the “Directors”) of the AllianceBernstein Funds listed in the accompanying Notice of Joint Annual Meeting of Stockholders (each, a “Fund” and, collectively, the “Funds”) are pleased to invite you to the Joint Annual Meeting of Stockholders (the “Meeting”) to be held on November 5, 2010. The accompanying Notice of Joint Annual Meeting of Stockholders and Proxy Statement present several proposals to be considered at the Meeting.

At the Meeting, stockholders or shareholders (the “stockholders”) of each Fund will be asked to elect Directors of that Fund. The stockholders of certain Funds are also being asked to approve one or more proposals specific to these Funds, as explained in the attached Proxy Statement. These proposals include amendments to the investment advisory agreements of certain Funds, updating and standardizing the governing documents of certain Funds, amending fundamental commodities policies of certain Funds, and reclassifying the investment objectives of certain Funds as non-fundamental. We believe that these amendments will benefit each Fund and its stockholders.

The Directors have concluded that the proposals are in the best interests of each Fund and unanimously recommend that you vote “FOR” each of the proposals that apply to the Fund or Funds in which you hold shares.

We welcome your attendance at the Meeting. If you are unable to attend, we encourage you to vote by proxy. Broadridge Financial Solutions, Inc. (“Broadridge”), a proxy solicitation firm, has been selected to assist stockholders in the proxy solicitation process. If we have not received your proxy as the date of the Meeting approaches, you may receive a telephone call from Broadridge reminding you to authorize the proxy holders to cast your votes. No matter how many shares you own, your vote is important.

Sincerely,

Robert M. Keith
President

**QUESTIONS AND ANSWERS
THE ALLIANCEBERNSTEIN FUNDS**

PROXY

Q. WHY DID YOU SEND ME THIS BOOKLET?

- A. This booklet contains the Notice of Joint Annual Meeting of Stockholders (the “Notice”) and Proxy Statement that provides you with information you should review before voting on the proposals that will be presented at the Annual Meeting of Stockholders (the “Meeting”) for the AllianceBernstein Funds listed in the accompanying notice (each, a “Fund” and, collectively, the “Funds”). You are receiving these proxy materials because you either own shares of a Fund’s stock or shares of beneficial interest in a Fund (we refer to both as “shares” and to the holders of shares as “stockholders”). As a stockholder, you have the right to vote for the election of Directors or Trustees of a Fund and on the various proposals concerning your investment in a Fund.

Q. WHO IS ASKING FOR MY VOTE?

- A. The Board of Directors/Trustees of a Fund (each, a “Board” and, collectively the “Boards”) is asking you to vote at the Meeting. In this Proxy Statement, we will refer to both Directors and Trustees, individually, as a “Director” or, collectively, as the “Directors.” Details regarding the proposals are further explained in the Proxy Statement. A summary of the proposals is as follows:

The first proposal is to elect Directors for each Fund. All Fund stockholders will be asked to vote on this proposal.

We are also asking for your approval of several other proposals. As more fully explained in the Proxy Statement, not all of these proposals apply to each Fund. These proposals include the approval of:

- Amendment of the investment advisory agreements for certain of the Funds;
- Amendment of the Declarations of Trust for certain of the Funds that are organized as Massachusetts Business Trusts;
- Amendment and Restatement of the Charters for certain of the Funds that are organized as Maryland corporations;
- Amendment of the fundamental policies regarding commodities of certain of the Funds; and
- Reclassification of certain of the Funds’ fundamental investment objectives as non-fundamental.

Q. HOW DO THE BOARDS RECOMMEND I VOTE?

- A. The Boards recommend that you vote FOR each of the nominees and FOR all proposals.

Q. WHO IS ELIGIBLE TO VOTE?

A. Stockholders of record at the close of business on September 9, 2010 (the “Record Date”) are entitled to vote at the Meeting or any adjournment or postponement of the Meeting. You will be entitled to vote only on those proposals that apply to the Fund of which you were a stockholder on the Record Date. If you owned shares on the Record Date, you have the right to vote even if you later redeemed the shares.

Q. WHAT ROLE DO THE BOARDS PLAY?

A. The business and affairs of each Fund are managed under the direction of that Fund’s Board. Each of the Directors has an obligation to act in what he or she believes to be the best interests of a Fund, including approving and recommending the proposals in the Proxy Statement. The background of each nominee for Director is described in the Proxy Statement.

Q. WHY ARE THE BOARDS PROPOSING TO AMEND THE INVESTMENT ADVISORY AGREEMENTS OF CERTAIN FUNDS?

A. The first proposed amendment relates to the calculation of the investment advisory fees for certain Funds. The standard investment advisory agreements between the Funds’ adviser, AllianceBernstein L.P. (the “Adviser”) and most of the Funds provide that the advisory fee rate is calculated as a percentage of average daily net assets. Certain of the Funds’ agreements vary from this standard and provide that the fee rate is calculated as a percentage of net assets at the end of the preceding calendar quarter. We are proposing to amend the agreements that vary from the standard so that the agreements provide that the advisory fee rate will be calculated as a percentage of average daily net assets. This amendment would eliminate disparities between the contractual fee rate and the effective fee rate that result from the calculation of the fee rate as of the end of each preceding calendar quarter.

The second proposed amendment relates to the reimbursement to the Adviser of its costs of providing certain administrative services to a Fund at the request of the Fund. The standard investment advisory agreements for the Funds provide for the reimbursement to the Adviser of these costs. One Fund’s agreement does not include this provision. We are proposing to amend the agreement that varies from the standard agreements to provide for the reimbursement to the Adviser of these costs.

Q. WHY ARE THE BOARDS PROPOSING THE AMENDMENT OF THE DECLARATIONS OF TRUST OF CERTAIN FUNDS THAT ARE ORGANIZED AS MASSACHUSETTS BUSINESS TRUSTS?

A. Several of the Funds are organized under Massachusetts law as Massachusetts Business Trusts. Currently, the declarations of trust of certain of these Funds require a stockholder vote to amend the declarations, except in certain limited situations. We are proposing to amend the declarations to provide the Directors with broad authority to amend the declarations without a vote of stockholders. By allowing future amendments of a declaration without stockholder approval, this proposal removes limits on the Directors’ authority to take actions that would

benefit the Funds. In connection with this proposal, the Directors approved certain amendments to the declarations to take effect if stockholders approve the proposal. These amendments would eliminate stockholder votes on reorganization or merger, termination of a trust, and liquidation of a class or series, as applicable. These amendments are intended to enable the Directors to take actions that would be in the best interests of the Funds without the cost and delay of obtaining a stockholder vote. The Directors also approved certain other amendments to the declarations, as described in the Proxy Statement to improve the efficient management of the Funds.

Q. WHY ARE THE BOARDS PROPOSING THE AMENDMENT AND RESTATEMENT OF THE CHARTER OF CERTAIN OF THE FUNDS THAT ARE ORGANIZED AS MARYLAND CORPORATIONS?

A. Most of the Funds are organized under Maryland law. We are proposing the amendment and restatement of the charters of certain Funds that are Maryland corporations for your approval in order to modernize and standardize these documents and to facilitate more efficient management of the Funds by giving them greater flexibility as permitted under Maryland law.

Q. WHY ARE THE BOARDS PROPOSING TO AMEND CERTAIN OF THE FUNDS' FUNDAMENTAL POLICIES REGARDING COMMODITIES?

A. Certain policies are required by the federal law applicable to mutual funds to be fundamental, meaning they cannot be changed without a stockholder vote. We are proposing to amend the Funds' fundamental policies regarding commodities and adopt a more flexible policy that will reference applicable law. The proposed amendment is intended to clarify that the Funds may continue to be able to engage in current investment practices as approved by the Directors, regardless of changes in applicable law, including changes as a result of recent financial reform legislation. The revised policy will not change the way the Funds are managed.

Q. WHY ARE THE BOARDS PROPOSING TO RECLASSIFY CERTAIN OF THE FUNDS' FUNDAMENTAL INVESTMENT OBJECTIVES?

A. A Fund's investment objective is not required to be fundamental under applicable law. We propose the reclassification of certain Funds' fundamental investment objectives as non-fundamental, similar to most of the other Funds, to provide each Fund with the flexibility to respond to market changes by changing its investment objective without incurring the expense and delay of seeking a stockholder vote. The reclassification would permit a Fund to revise its investment objective in the event the Board determines that such a change would be in the best interests of the Fund in light of the facts and circumstances, including market conditions or trends. Any subsequent change in a Fund's investment objective would be subject to prior approval by the Board of that Fund. Stockholders will be given at least 60 days notice prior to the implementation of a material change in an investment objective.

Q. WHY ARE THERE SO MANY PROPOSALS FOR MULTIPLE FUNDS IN ONE PROXY STATEMENT?

- A. The Funds are intended to offer a broad range of investment opportunities to investors and the Funds have over 3 million stockholders. We have included all of our proposals in one Proxy Statement to reduce costs. More tailored Proxy Statements would increase printing and mailing costs. We recognize that the Proxy Statement is lengthy and have endeavored to make it as simple and understandable as possible. One way to approach it is for you to identify your Fund below and, when reviewing Part I and Part II of the Proxy Statement, only read the proposals applicable to your Fund. Another way is for you to use the Proxy Card, which is included in the materials being sent to you, to identify the proposals applicable to your Fund and only read those parts of the Proxy Statement.

Q. HOW CAN I AUTHORIZE PROXIES TO CAST MY VOTE?

- A. Please follow the instructions included on the enclosed Proxy Card.

Q. WHAT IF I WANT TO REVOKE MY PROXY?

- A. You can revoke your proxy at any time prior to its exercise (i) by giving written notice to the Secretary of a Fund at 1345 Avenue of the Americas, New York, New York 10105, (ii) by authorizing a later-dated proxy (either by signing and submitting another proxy card or by calling (866) 451-3783) or (iii) by personally voting at the Meeting.

Q. WHOM DO I CALL IF I HAVE QUESTIONS REGARDING THE PROXY?

- A. Please call (866) 451-3783 if you have questions.

THE ALLIANCEBERNSTEIN FUNDS

1345 Avenue of the Americas, New York, New York 10105
Toll Free (800) 221-5672

NOTICE OF JOINT ANNUAL MEETING OF STOCKHOLDERS SCHEDULED FOR NOVEMBER 5, 2010

To the Stockholders of the AllianceBernstein Funds:

Notice is hereby given that a Joint Annual Meeting of Stockholders (the “Meeting”) of the AllianceBernstein Funds listed on the reverse side of this notice (individually, a “Fund”, and, collectively, the “Funds”), will be held at the offices of the Funds, 1345 Avenue of the Americas, 41st Floor, New York, New York 10105, on November 5, 2010, at 3:00 p.m., Eastern Time, to consider and vote on the following proposals, all of which are more fully described in the accompanying Proxy Statement dated September 21, 2010:

1. The election of Directors or Trustees (both referred to herein as “Directors”) for a Fund, each such Director to serve for a term of indefinite duration and until his or her successor is duly elected and qualifies.
2. The amendment of the Investment Advisory Agreements for certain of the Funds.
3. The amendment of the Declarations of Trusts for certain of the Funds that are organized as Massachusetts Business Trusts.
4. The amendment and restatement of the charters for certain of the Funds that are organized as Maryland corporations, which will repeal in their entirety all of the currently existing charter provisions and substitute in lieu thereof the new provisions set forth in the Form of Articles of Amendment and Restatement attached to the accompanying Proxy statement as Appendix C.
5. The amendment of certain of the Funds’ fundamental policies regarding commodities.
6. The reclassification of certain of the Funds’ fundamental investment objectives as non-fundamental.
7. To transact such other business as may properly come before the Meeting and any adjournments or postponements thereof.

Any stockholder of record of a Fund at the close of business on September 9, 2010 is entitled to notice of, and to vote at, the Meeting or any postponement or adjournment thereof. **The enclosed proxy is being solicited on behalf of the Board of Directors of each Fund.**

By Order of the Boards of Directors,

Emilie D. Wrapp
Secretary

New York, New York

September 21, 2010

YOUR VOTE IS IMPORTANT

Please indicate your voting instructions on the enclosed Proxy Card, sign and date it, and return it in the envelope provided, which needs no postage if mailed in the United States. You may also, by telephone or through the Internet, authorize proxies to cast your vote. To do so, please follow the instructions on the enclosed Proxy Card. Your vote is very important no matter how many shares you own. Please mark and mail your proxy promptly in order to save the Funds any additional cost of further proxy solicitation and in order for the Meeting to be held as scheduled.

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AllianceBernstein Balanced Shares, Inc. (“ABS”)

AllianceBernstein Blended Style Series, Inc. (“ABSS”)

- U.S. Large Cap Portfolio
- AllianceBernstein 2000 Retirement Strategy
- AllianceBernstein 2005 Retirement Strategy
- AllianceBernstein 2010 Retirement Strategy
- AllianceBernstein 2015 Retirement Strategy
- AllianceBernstein 2020 Retirement Strategy
- AllianceBernstein 2025 Retirement Strategy
- AllianceBernstein 2030 Retirement Strategy
- AllianceBernstein 2035 Retirement Strategy
- AllianceBernstein 2040 Retirement Strategy
- AllianceBernstein 2045 Retirement Strategy
- AllianceBernstein 2050 Retirement Strategy
- AllianceBernstein 2055 Retirement Strategy

AllianceBernstein Bond Fund, Inc. (“ABF”)

- AllianceBernstein Intermediate Bond Portfolio
- AllianceBernstein Bond Inflation Strategy
- AllianceBernstein Multi-Asset Inflation Strategy
- AllianceBernstein Municipal Bond Inflation Strategy

AllianceBernstein Cap Fund, Inc. (“ACF”)

- AllianceBernstein Small Cap Growth Portfolio
- AllianceBernstein U.S. Strategic Research Portfolio
- AllianceBernstein Market Neutral Strategy – U.S.
- AllianceBernstein Market Neutral Strategy – Global

AllianceBernstein Core Opportunities Fund, Inc. (“ACOF”)

- AllianceBernstein Corporate Shares (“ACS”)
- AllianceBernstein Corporate Income Shares
 - AllianceBernstein Municipal Income Shares
 - AllianceBernstein Taxable Multi-Sector Income Shares

AllianceBernstein Diversified Yield Fund, Inc. (“ADYF”)

AllianceBernstein Equity Income Fund, Inc. (“AEIF”)

AllianceBernstein Exchange Reserves (“AEXR”)

AllianceBernstein Fixed-Income Shares, Inc. (“AFIS”)

- Government STIF Portfolio

AllianceBernstein Global Bond Fund, Inc. (“AGBF”)

AllianceBernstein Global Growth Fund, Inc. (“AGGF”)

AllianceBernstein Global Real Estate Investment Fund, Inc. (“AGREIF”)

AllianceBernstein Global Thematic Growth Fund, Inc. (“AGTGF”)

AllianceBernstein Greater China ‘97 Fund, Inc. (“AGCF”)

AllianceBernstein Growth and Income Fund, Inc. (“AGIF”)

AllianceBernstein High Income Fund, Inc. (“AHIF”)

AllianceBernstein International Growth Fund, Inc. (“AIGF”)

AllianceBernstein Large Cap Growth Fund, Inc. (“ALCGF”)

AllianceBernstein Municipal Income Fund, Inc. (“AMIF”)

- California Portfolio
- AllianceBernstein High Income Municipal Portfolio
- National Portfolio
- New York Portfolio

AllianceBernstein Municipal Income Fund II (“AMIF II”)

- Arizona Portfolio
- Massachusetts Portfolio
- Michigan Portfolio
- Minnesota Portfolio
- New Jersey Portfolio
- Ohio Portfolio
- Pennsylvania Portfolio
- Virginia Portfolio

AllianceBernstein Small/Mid Cap Growth Fund, Inc. (“ASMCGF”)

AllianceBernstein Trust (“ABT”)

- AllianceBernstein Value Fund
- AllianceBernstein Small/Mid Cap Value Fund
- AllianceBernstein International Value Fund
- AllianceBernstein Global Value Fund

The AllianceBernstein Portfolios (“TAP”)

- AllianceBernstein Growth Fund
- AllianceBernstein Conservative Wealth Strategy
- AllianceBernstein Tax-Managed Conservative Wealth Strategy
- AllianceBernstein Balanced Wealth Strategy
- AllianceBernstein Tax-Managed Balanced Wealth Strategy
- AllianceBernstein Wealth Appreciation Strategy
- AllianceBernstein Tax-Managed Wealth Appreciation Strategy

(the “AllianceBernstein Funds”)

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PROXY STATEMENT
THE ALLIANCEBERNSTEIN FUNDS

1345 Avenue of the Americas
New York, New York 10105

JOINT ANNUAL MEETING OF STOCKHOLDERS

November 5, 2010

INTRODUCTION

This is a combined Proxy Statement for the AllianceBernstein Funds listed in the accompanying Notice of Joint Annual Meeting of Stockholders (each a “Fund”, and collectively, the “Funds”). The Boards of Directors/Trustees (each a “Board” and collectively, the “Boards”) are soliciting proxies for a Joint Annual Meeting of Stockholders of each Fund (the “Meeting”) to consider and vote on proposals that are being recommended by the Boards of their Funds. We refer to Directors or Trustees as, individually, a “Director” or collectively, the “Directors” for the purposes of this Proxy Statement.

The Boards are sending you this Proxy Statement to ask for your vote on several proposals affecting your Fund. The Funds will hold the Meeting at the offices of the Funds, 1345 Avenue of the Americas, 41st Floor, New York, New York 10105, on November 5, 2010 at 3:00 p.m., Eastern Time. The solicitation will be made primarily by mail and may also be made by telephone or through the Internet. The solicitation cost will be borne by the Funds. AllianceBernstein L.P. is the investment adviser to the Funds (the “Adviser”). The Notice of Joint Annual Meeting of Stockholders, Proxy Statement, and Proxy Card are being mailed to stockholders on or about September 21, 2010.

Any stockholder who owned shares of a Fund at the close of business on September 9, 2010 (the “Record Date”) is entitled to notice of, and to vote at, the Meeting and any postponement or adjournment thereof. Each share is entitled to one vote.

Important Notice Regarding Availability of Proxy Materials for the Stockholders’ Meeting to be Held on Friday, November 5, 2010. This Proxy Statement is available on the Internet at www.alliancebernstein.com/abfundsproxy.

We have divided the Proxy Statement into five main parts:

- Part I – Overview of the Boards’ proposals.
- Part II – Discussion of each proposal and an explanation of why we are requesting that you approve each proposal.
- Part III – Information about the Funds’ independent registered public accounting firms.
- Part IV – Additional information on proxy voting and stockholder meetings.
- Part V – Other information about the Funds.

Part I—Overview of Proposals

As a stockholder of one or more of the Funds, you are being asked to consider and vote on a number of proposals. Not all of the proposals apply to each Fund.

<i>Proposal</i>	<i>Fund(s) Affected</i>
1. The election of the Directors, each such Director to serve a term of an indefinite duration and until his or her successor is duly elected and qualifies.	All Funds
2. The amendment of the Investment Advisory Agreements for certain of the Funds.	
2.A. Amendments to Investment Advisory Agreements of Certain Funds to Conform Fee Measurement Periods.	ACF—Small Cap Growth Portfolio, AGTGF
2.B. Amendment to Investment Advisory Agreement to Permit Reimbursement to the Adviser of Certain Administrative Expenses.	TAP
3. The amendment of the Declarations of Trusts for certain of the Funds.	AEXR, AMIF II, ABT
4. The amendment and restatement of the charters for certain of the Funds that are organized as Maryland corporations, which will repeal in their entirety all of the currently existing charter provisions and substitute in lieu thereof the new provisions set forth in the Form of Articles of Amendment and Restatement attached to the accompanying Proxy Statement as Appendix C.	ABS, ABSS, ACF, ACOF, AEIF, AGREIF, AGTGF, AGCF, AGIF, AHIF, AIGF, ALCGF
5. The amendment of certain of the Funds' fundamental policies regarding commodities.	All Funds (except ABF—Multi-Asset Inflation Strategy, ACF—Market Neutral Strategy—U.S., ACF—Market Neutral Strategy—Global)
6. The reclassification of certain of the Funds' fundamental investment objectives as non-fundamental.	ABSS—U.S. Large Cap Portfolio AGCF

Part II—Discussion of Each Proposal

PROPOSAL ONE ELECTION OF DIRECTORS

At the Meeting, stockholders will vote on the election of Directors of their Funds. Each Director elected at the Meeting will serve for a term of indefinite duration and until his or her successor is duly elected and qualifies. The following individuals have been nominated for election as a Director of all of the Funds. It is the intention of the persons named as proxies in the accompanying Proxy Card to vote in favor of the nominees named below for election as a Director of all of the Funds.

Mr. John H. Dobkin
Mr. Michael J. Downey
Mr. William H. Foulk, Jr.
Mr. D. James Guzy
Ms. Nancy P. Jacklin
Mr. Robert M. Keith
Mr. Garry L. Moody
Mr. Marshall C. Turner, Jr.
Mr. Earl D. Weiner

Each nominee has consented to serve as a Director. The Boards know of no reason why any of the nominees would be unable to serve, but in the event any nominee is unable to serve or for good cause will not serve, the proxies received indicating a vote in favor of such nominee will be voted for a substitute nominee as the Boards may recommend.

Certain information concerning the Funds' nominees for Director is set forth below.

Name, Address* and Age	Years of Service**	Principal Occupation(s) During Past 5 Years or Longer	Number of Portfolios in AllianceBernstein Fund Complex Overseen by Director	Other Public Company Directorships Held by Director During the Past 5 Years
INDEPENDENT DIRECTORS				
<i>Chairman of the Board</i>				
William H. Foulk, Jr., #, ## 78	ABF: 12 ABS: 18 ABSS: 8 ABT: 9 ACF: 18 ACOF: 11 ACS: 4 ADYF: 15 AEIF: 17 AEXR: 16 AFIS: 20 AGBF: 18 AGCF: 13 AGGF: 8 AGIF: 18 AGREIF: 14 AGTGF: 18 AHIF: 17 AIGF: 16 ALCGF: 18 AMIF: 12 AMIF II: 12 ASMCGF: 18 TAP: 12	Investment Adviser and an Independent Consultant since prior to 2005. Previously, he was Senior Manager of Barrett Associates, Inc., a registered investment adviser. He was formerly Deputy Comptroller and Chief Investment Officer of the State of New York and, prior thereto, Chief Investment Officer of the New York Bank for Savings. He has served as a director or trustee of various AllianceBernstein Funds since 1983 and has been Chairman of the AllianceBernstein Funds and of the Independent Directors Committee of such Funds since 2003.	95	None
John H. Dobkin, # 68	ABF: 12 ABS: 18 ABSS: 8 ABT: 9 ACF: 16 ACOF: 11 ACS: 4 ADYF: 15 AEIF: 17 AEXR: 16 AFIS: 17 AGBF: 18 AGGF: 8 AGIF: 18 AGREIF: 14 AGTGF: 5 AHIF: 17 AIGF: 16 ALCGF: 18 AMIF: 12 AMIF II: 12 ASMCGF: 18 TAP: 11	Independent Consultant since prior to 2005. Formerly President of Save Venice, Inc. (preservation organization) from 2001- 2002; Senior Advisor from June 1999-June 2000 and President of Historic Hudson Valley (historic preservation) from December 1989-May 1999. Previously, Director of the National Academy of Design. He has served as a director or trustee of various AllianceBernstein Funds since 1992.	93	None

Name, Address* and Age	Years of Service**	Principal Occupation(s) During Past 5 Years or Longer	Number of Portfolios in AllianceBernstein Fund Complex Overseen by Director	Other Public Company Directorships Held by Director During the Past 5 Years
Michael J. Downey, # 66	ABF: 5 ABS: 5 ABSS: 5 ABT: 5 ACF: 5 ACOF: 5 ACS: 4 ADYF: 5 AEIF: 5 AEXR: 5 AFIS: 4 AGBF: 5 AGGF: 5 AGIF: 5 AGREIF: 5 AGTGF: 5 AHIF: 5 AIGF: 5 ALCGF: 5 AMIF: 5 AMIF II: 5 ASMCGF: 5 TAP: 5	Private Investor since prior to 2005. Formerly, managing partner of Lexington Capital, LLC (investment advisory firm) from December 1997 until December 2003. From 1987 until 1993, Chairman and CEO of Prudential Mutual Fund Management, director of the Prudential Mutual Funds, and member of the Executive Committee of Prudential Securities Inc. He has served as a director or trustee of the AllianceBernstein Funds since 2005.	93	Asia Pacific Fund, Inc., and The Merger Fund since prior to 2005, and Prospect Acquisition Corp. (financial services) since 2007 until 2009
D. James Guzy, # 74	ABF: 5 ABS: 5 ABSS: 5 ABT: 5 ACF: 5 ACOF: 5 ACS: 4 ADYF: 5 AEIF: 5 AEXR: 5 AFIS: 4 AGBF: 5 AGGF: 5 AGIF: 5 AGREIF: 5 AGTGF: 28 AHIF: 5 AIGF: 5 ALCGF: 5 AMIF: 5 AMIF II: 5 ASMCGF: 5 TAP: 5	Chairman of the Board of PLX Technology (semi-conductors) and of SRC Computers Inc., with which he has been associated since prior to 2005. He was a Director of Intel Corporation (semi-conductors) from 1969 until 2008, and served as Chairman of the Finance Committee of such company for several years until May 2008. He has served as a director of one or more of the AllianceBernstein Funds since 1982.	93	Cirrus Logic Corporation (semi-conductors) and PLX Technology, Inc. (semi-conductors) since prior to 2005 and Intel Corporation (semi-conductors) since prior to 2005 until 2008

Name, Address* and Age	Years of Service**	Principal Occupation(s) During Past 5 Years or Longer	Number of Portfolios in AllianceBernstein Fund Complex Overseen by Director	Other Public Company Directorships Held by Director During the Past 5 Years
Nancy P. Jacklin, #, ## 62	ABF: 4 ABS: 4 ABSS: 4 ABT: 4 ACF: 4 ACOF: 4 ACS: 4 ADYF: 4 AEIF: 4 AEXR: 4 AFIS: 4 AGBF: 4 AGGF: 4 AGIF: 4 AGREIF: 4 AGTGF: 4 AHIF: 4 AIGF: 4 ALCGF: 4 AMIF: 4 AMIF II: 4 ASMCGF: 4 TAP: 4	Professorial Lecturer at the Johns Hopkins School of Advanced International Studies since 2008. Formerly, U.S. Executive Director of the International Monetary Fund (December 2002–May 2006); Partner, Clifford Chance (1992–2002); Sector Counsel, International Banking and Finance, and Associate General Counsel, Citicorp (1985–1992); Assistant General Counsel (International), Federal Reserve Board of Governors (1982–1985); and Attorney Advisor, U.S. Department of the Treasury (1973–1982). Member of the Bar of the District of Columbia and of New York; and member of the Council on Foreign Relations. She has served as a director or trustee of the AllianceBernstein Funds since 2006.	93	None
Garry L. Moody, # 58	ABF: 2 ABS: 2 ABSS: 2 ABT: 2 ACF: 2 ACOF: 2 ADYF: 2 AEIF: 2 AEXR: 2 AGBF: 2 AGCF: 2 AGGF: 2 AGIF: 2 AGREIF: 2 AGTGF: 2 AHIF: 2 AIGF: 2 ALCGF: 3 AMIF: 2 AMIF II: 3 ASMCGF: 2 TAP: 3	Independent Consultant. Formerly, Partner, Deloitte & Touche LLP (1995–2008) where he held a number of senior positions, including Vice-Chairman, and U.S. and Global Investment Management Practice Managing Partner; President, Fidelity Accounting and Custody Services Company (1993–1995); and Partner, Ernst & Young LLP (1975–1993), where he served as the National Director of Mutual Fund Tax Services. He has served as a director or trustee, and as Chairman of the Audit Committee, of most of the AllianceBernstein Funds since 2008.	91	None

Name, Address* and Age	Years of Service**	Principal Occupation(s) During Past 5 Years or Longer	Number of Portfolios in AllianceBernstein Fund Complex Overseen by Director	Other Public Company Directorships Held by Director During the Past 5 Years
Marshall C. Turner, Jr., # 68	ABF: 5 ABS: 5 ABSS: 5 ABT: 5 ACF: 5 ACOF: 5 ACS: 4 ADYF: 5 AEIF: 5 AEXR: 5 AFIS: 4 AGBF: 5 AGGF: 5 AGIF: 5 AGREIF: 5 AGTGF: 18 AHIF: 5 ALCGF: 5 AIGF: 5 AMIF: 5 AMIF II: 5 ASMCGF: 5 TAP: 5	Private Investor since prior to 2005. Interim CEO of MEMC Electronic Materials, Inc. (semi-conductor and solar cell substrates) from November 2008 until March 2009. He was Chairman and CEO of Dupont Photomasks, Inc. (components of semi-conductor manufacturing), 2003-2005, and President and CEO, 2005-2006, after the company was acquired and renamed Toppan Photomasks, Inc. He has served as a director or trustee of one or more of the AllianceBernstein Funds since 1992.	93	Xilinx, Inc. (programmable logic semi-conductors) and MEMC Electronic Materials, Inc. (semi-conductor and solar cell substrates) since prior to 2005
Earl D. Weiner, # 71	ABF: 3 ABS: 3 ABSS: 3 ABT: 3 ACF: 3 ACOF: 3 ACS: 3 ADYF: 3 AEIF: 3 AEXR: 3 AFIS: 3 AGBF: 3 AGGF: 3 AGIF: 3 AGREIF: 3 AGTGF: 3 AHIF: 3 AIGF: 3 ALCGF: 3 AMIF: 3 AMIF II: 3 ASMCGF: 3 TAP: 3	Of Counsel, and Partner prior to January 2007, of the law firm Sullivan & Cromwell LLP and member of ABA Federal Regulation of Securities Committee Task Force to draft editions of the Fund Director's Guidebook. He has served as a director or trustee of the AllianceBernstein Funds since 2007 and is Chairman of the Governance and Nominating Committees of most of the Funds.	93	None

Name, Address* and Age	Years of Service**	Principal Occupation(s) During Past 5 Years or Longer	Number of Portfolios in AllianceBernstein Fund Complex Overseen by Director	Other Public Company Directorships Held by Director During the Past 5 Years
INTERESTED DIRECTOR				
Robert M. Keith, +, ++ 1345 Avenue of the Americas New York, NY 10105 50	None	Senior Vice President of AllianceBernstein L.P. (the “Adviser”)** and the head of AllianceBernstein Investments Inc. (“ABI”)** since July 2008; Director of ABI and President of the AllianceBernstein Mutual Funds. Previously, he served as Executive Managing Director of ABI from December 2006 to June 2008. Prior to joining ABI in 2006, Executive Managing Director of Bernstein Global Wealth Management, and prior thereto, Senior Managing Director and Global Head of Client Service and Sales of the Adviser’s institutional investment management business since 2004. Prior thereto, Managing Director and Head of North American Client Service and Sales in the Adviser’s institutional investment management business, with which he has been associated since prior to 2004.	6	None

* The address for each of the Fund’s Independent Directors is c/o AllianceBernstein L.P., Attention: Philip L. Kirstein, 1345 Avenue of the Americas, New York, NY 10105.

** “Years of Service” refers to the total number of years served as a Director.

*** The Adviser and ABI are affiliates of each Fund.

Member of the Audit Committee, the Governance and Nominating Committee, and the Independent Directors Committee of a Fund.

Member of the Fair Value Pricing Committee (with respect to Ms. Jacklin, for TAP only).

+ Mr. Keith will become a Director of a Fund if elected at the Meeting by that Fund.

++ Mr. Keith is an “interested person,” as defined in Section 2(a)(19) of the Investment Company Act of 1940, of each Fund due to his position as a Senior Vice President of the Adviser.

The business and affairs of each Fund are managed under the direction of that Fund’s Board. Directors who are not “interested persons” of a Fund as defined in the

Investment Company Act of 1940, as amended (the “1940 Act”), are referred to as “Independent Directors”, and Directors who are “interested persons” of a Fund are referred to as “Interested Directors”. Certain information concerning the Funds’ governance structure and each Director is set forth below.

Experience, Skills, Attributes, and Qualifications of the Funds’ Directors. The Governance and Nominating Committee of each Fund’s Board, which is composed of Independent Directors, reviews the experience, qualifications, attributes and skills of potential candidates for nomination or election by the Board, and conducts a similar review in connection with the proposed nomination of current Directors for re-election by stockholders at any annual or special meeting of stockholders. In evaluating a candidate for nomination or election as a Director, the Governance and Nominating Committee takes into account the contribution that the candidate would be expected to make to the diverse mix of experience, qualifications, attributes and skills that the Governance and Nominating Committee believes contributes to good governance for the Fund. Additional information concerning the Governance and Nominating Committee’s consideration of nominees appears in the description of the Committee below.

Each Fund’s Board believes that, collectively, the Directors have balanced and diverse experience, qualifications, attributes, and skills, which allow the Board to operate effectively in governing the Fund and protecting the interests of stockholders. The Board of each Fund has concluded that, based on each Director’s experience, qualifications, attributes or skills on an individual basis and in combination with those of the other Directors, each Director is qualified and should continue to serve as such.

In determining that a particular Director was and continues to be qualified to serve as a Director, each Board has considered a variety of criteria, none of which, in isolation, was controlling. In addition, each Board has taken into account the actual service and commitment of each Director during his or her tenure (including the Director’s commitment and participation in Board and committee meetings, as well as his or her current and prior leadership of standing and ad hoc committees) in concluding that each should continue to serve. Additional information about the specific experience, skills, attributes and qualifications of each Director, which in each case led to the Board’s conclusion that the Director should serve (or continue to serve) as trustee or director of the Fund, is provided in the table above and in the next paragraph.

Among other attributes and qualifications common to all Directors are their ability to review critically, evaluate, question and discuss information provided to them (including information requested by the Directors), to interact effectively with the Adviser, other service providers, counsel and the Fund’s independent registered public accounting firm, and to exercise effective business judgment in the performance of their duties as Directors. In addition to his or her service as a Director of the Fund and other AllianceBernstein Funds as noted in the table above: Mr. Dobkin has experience as an executive of a number of organizations and served as Chairman of the Audit Committee of many of the AllianceBernstein Funds from 2001 to 2008; Mr. Downey has experience in the investment advisory business including as Chairman and Chief Executive Officer of a large fund complex and as director of a number of non-AllianceBernstein funds and as Chairman of a non-AllianceBernstein closed-end fund; Mr. Foulk has experience in the investment advisory and securities

businesses, including as Deputy Controller and Chief Investment Officer of the State of New York (where his responsibilities included bond issuances, cash management and oversight of the New York Common Retirement Fund), has served as Chairman of the AllianceBernstein Funds and of the Independent Directors Committee since 2003, and is active in a number of mutual fund related organizations and committees; Mr. Guzy has experience as a corporate director including as Chairman of a public company and Chairman of the Finance Committee of a large public technology company; Ms. Jacklin has experience as a financial services regulator including as U.S. Executive Director of the International Monetary Fund, which is responsible for ensuring the stability of the international monetary system, and as a financial services lawyer in private practice; Mr. Keith has experience as an executive of the Adviser with responsibility for, among other things, the AllianceBernstein Funds; Mr. Moody has experience as a certified public accountant including experience as Vice Chairman and U.S. and Global Investment Management Practice Partner for a major accounting firm, is a member of the governing council of an organization of independent directors of mutual funds, and has served as Chairman of the Audit Committee of most of the AllianceBernstein Funds since 2008; Mr. Turner has experience as a director (including Chairman and Chief Executive officer of a number of companies) and as a venture capital investor including prior service as general partner of three institutional venture capital partnerships; and Mr. Weiner has experience as a securities lawyer whose practice includes registered investment companies and as Chairman, director or trustee of a number of boards, and has served as Chairman of the Governance and Nominating Committee of most of the AllianceBernstein Funds. The disclosure herein of a director's experience, qualifications, attributes and skills does not impose on such director any duties, obligations, or liability that are greater than the duties, obligations, and liability imposed on such director as a member of the Board and any committee thereof in the absence of such experience, qualifications, attributes and skills.

Board Structure and Oversight Function. Each Fund's Board is responsible for oversight of that Fund. Each Fund has engaged the Adviser to manage the Fund on a day-to-day basis. Each Board is responsible for overseeing the Adviser and the Fund's other service providers in the operations of that Fund in accordance with the Fund's investment objective and policies and otherwise in accordance with its prospectus, the requirements of the 1940 Act and other applicable Federal, state and other securities and other laws, and the Fund's charter and bylaws. Each Board meets in-person at regularly scheduled meetings eight times throughout the year. In addition, the Directors may meet in-person or by telephone at special meetings or on an informal basis at other times. The Independent Directors also regularly meet without the presence of any representatives of management. As described below, each Board has established four standing committees – the Audit, Governance and Nominating, Independent Directors, and Fair Valuation Committees – and may establish ad hoc committees or working groups from time to time, to assist the Board in fulfilling its oversight responsibilities. Each committee is composed exclusively of Independent Directors. The responsibilities of each committee, including its oversight responsibilities, are described further below. The Independent Directors have also engaged independent legal counsel, and may from time to time engage consultants and other advisors, to assist them in performing their oversight responsibilities.

An Independent Director serves as Chairman of each Board. The Chairman's duties include setting the agenda for each Board meeting in consultation with management, presiding at each Board meeting, meeting with management between Board meetings, and facilitating communication and coordination between the Independent Directors and management. The Directors have determined that a Board's leadership by an Independent Director and its committees composed exclusively of Independent Directors is appropriate because they believe it sets the proper tone to the relationships between the Fund, on the one hand, and the Adviser and other service providers, on the other, and facilitates the exercise of the Board's independent judgment in evaluating and managing the relationships. In addition, each Fund is required to have an Independent Director as Chairman pursuant to certain 2003 regulatory settlements involving the Adviser.

Risk Oversight. Each Fund is subject to a number of risks, including investment, compliance and operational risks. Day-to-day risk management with respect to a Fund resides with the Adviser or other service providers (depending on the nature of the risk), subject to supervision by the Adviser. Each Board has charged the Adviser and its affiliates with (i) identifying events or circumstances, the occurrence of which could have demonstrable and material adverse effects on the Fund; (ii) to the extent appropriate, reasonable or practicable, implementing processes and controls reasonably designed to lessen the possibility that such events or circumstances occur or to mitigate the effects of such events or circumstances if they do occur; and (iii) creating and maintaining a system designed to evaluate continuously, and to revise as appropriate, the processes and controls described in (i) and (ii) above.

Risk oversight forms part of a Board's general oversight of a Fund's investment program and operations and is addressed as part of various regular Board and committee activities. Each Fund's investment management and business affairs are carried out by or through the Adviser and other service providers. Each of these persons has an independent interest in risk management but the policies and the methods by which one or more risk management functions are carried out may differ from the Fund's and each other's in the setting of priorities, the resources available or the effectiveness of relevant controls. Oversight of risk management is provided by the Board and the Audit Committee. The Directors regularly receive reports from, among others, management (including the Global Heads of Investment Risk and Trading Risk of the Adviser), a Fund's Senior Officer (who is also a Fund's chief compliance officer), its independent registered public accounting firm, counsel, and internal auditors for the Adviser, as appropriate, regarding risks faced by the Fund and the Adviser's risk management programs.

Not all risks that may affect a Fund can be identified, nor can controls be developed to eliminate or mitigate their occurrence or effects. It may not be practical or cost-effective to eliminate or mitigate certain risks, the processes and controls employed to address certain risks may be limited in their effectiveness, and some risks are simply beyond the reasonable control of the Fund or the Adviser, its affiliates or other service providers. Moreover, it is necessary to bear certain risks (such as investment-related risks) to achieve a Fund's goals. As a result of the foregoing and other factors a Fund's ability to manage risk is subject to substantial limitations.

As of September 2, 2010, to the knowledge of management, the Directors and officers of each Fund, both individually and as a group, owned less than 1% of the shares

of any Fund except for AEIF, where none of the Directors own more than 1% of shares but the Directors as a group, and the Directors and officers as a group, own 1.1523%. Additional information related to the equity ownership of the Directors in each of the Funds and the compensation they received from the Funds is presented in Appendix B. During each Fund's most recently completed fiscal year, the Fund's Directors as a group did not engage in the purchase or sale of more than 1% of any class of securities of the Adviser or of any of its parents or subsidiaries.

During the Fund's most recent fiscal year ended in 2009 or 2010, the Board of ABS met 7 times; of ABSS met 6 times; of ABF met 6 times; of ACF met 6 times; of ACOF met 7 times; of ACS met 8 times; of ADYF met 6 times; of AEIF met 7 times; of AEXR met 5 times; of AFIS met 6 times; of AGBF met 7 times; of AGGF met 7 times; of AGREIF met 7 times; of AGTGF met 6 times; of AGCF met 8 times; of AGIF met 7 times; of AHIF met 9 times; of AIGF met 6 times; of ALCGF met 7 times; of AMIF met 8 times; of AMIF II met 7 times; of ASMCGF met 6 times; of ABT met 8 times; and of TAP met 8 times. The Funds do not have a policy that requires a Director to attend annual meetings of stockholders.

Each Fund's Board has four standing committees: an Audit Committee, a Governance and Nominating Committee, an Independent Directors Committee, and a Fair Value Pricing Committee. The members of the Committees are identified above in the table listing the Directors. The function of the Audit Committee is to assist the Board in its oversight of a Fund's financial reporting process. During the Fund's fiscal year ended in 2009 or 2010, the Audit Committee of ABS met 2 times; of ABSS met 2 times; of ABF met 2 times; of ACF met 2 times; of ACOF met 2 times; of ACS met 4 times; of ADYF met 2 times; of AEIF met 2 times; of AEXR met 2 times; of AFIS met 3 times; of AGBF met 4 times; of AGGF met 2 times; of AGREIF met 2 times; of AGTGF met 2 times; of AGCF met 3 times; of AGIF met 2 times; of AHIF met 2 times; of AIGF met 2 times; of ALCGF met 2 times; of AMIF met 2 times; of AMIF II met 2 times; of ASMCGF met 2 times; of ABT met 2 times; and of TAP met 2 times.

Each Fund's Board has adopted a charter for its Governance and Nominating Committee, which is available at www.alliancebernstein.com (click on AllianceBernstein Mutual Fund Investors then US then Investment Products/Mutual Funds). Pursuant to the charter of the Governance and Nominating Committee, the Committee assists each Board in carrying out its responsibilities with respect to governance of a Fund and identifies, evaluates and selects and nominates candidates for that Board. The Committee may also set standards or qualifications for Directors and reviews at least annually the performance of each Director, taking into account factors such as attendance at meetings, adherence to Board policies, preparation for and participation at meetings, commitment and contribution to the overall work of the Board and its committees, and whether there are health or other reasons that might affect the Director's ability to perform his or her duties. The Committee may consider candidates as Directors submitted by a Fund's current Board members, officers, investment adviser, stockholders and other appropriate sources.

The Governance and Nominating Committee will consider candidates submitted by a stockholder or group of stockholders who have beneficially owned at least 5% of a Fund's outstanding common stock or shares of beneficial interest for at least two years prior to the time of submission and who timely provide specified information about the candidates and the nominating stockholder or group. To be timely for

consideration by the Committee, the submission, including all required information, must be submitted in writing to the attention of the Secretary at the principal executive offices of a Fund not less than 120 days before the date of the proxy statement for the previous year's annual meeting of stockholders or, if an annual meeting was not held in the previous year, all required information must be received within a reasonable amount of time before the Fund begins to print and mail its proxy materials. The Committee will consider only one candidate submitted by such a stockholder or group for nomination for election at an annual meeting of stockholders. The Committee will not consider self-nominated candidates.

The Governance and Nominating Committee will consider and evaluate candidates submitted by stockholders on the basis of the same criteria as those used to consider and evaluate candidates submitted from other sources. These criteria include the candidate's relevant knowledge, experience, and expertise, the candidate's ability to carry out his or her duties in the best interests of the Fund and the candidate's ability to qualify as an Independent Director. When assessing a candidate for nomination, the Committee considers whether the individual's background, skills, and experience will complement the background, skills, and experience of other nominees and will contribute to the diversity of the Board.

During the Fund's most recent fiscal year ended in 2009 or 2010, the Governance and Nominating Committee of ABS met 4 times; of ABSS met 5 times; of ABF met 4 times; of ACF met 4 times; of ACOF met 4 times; of ACS met 4 times; of ADYF met 4 times; of AEIF met 4 times; of AEXR met 4 times; of AFIS met 4 times; of AGBF met 4 times; of AGGF met 4 times; of AGREIF met 4 times; of AGTGF met 4 times; of AGCF met 4 times; of AGIF met 4 times; of AHIF met 4 times; of AIGF met 4 times; of ALCGF met 4 times; of AMIF met 4 times; of AMIF II met 4 times; of ASMCGF met 4 times; of ABT met 4 times; and of TAP met 4 times.

The function of each Fund's Fair Value Pricing Committee is to consider, in advance if possible, any fair valuation decision of the Adviser's Valuation Committee relating to a security held by a Fund made under unique or highly unusual circumstances not previously addressed by the Adviser's Valuation Committee that would result in a change in the Fund's net asset value ("NAV") by more than \$0.01 per share. The Fair Value Pricing Committee did not meet during any Fund's most recently completed fiscal year.

The function of each Fund's Independent Directors Committee is to consider and take action on matters that the Board or Committee believes should be addressed in executive session of the Independent Directors, such as review and approval of the Advisory, Distribution Services and Transfer Agency Agreements. During the Fund's fiscal year ended in 2009 or 2010, the Independent Directors Committee of ABS met 7 times; of ABSS met 6 times; of ABF met 6 times; of ACF met 6 times; of ACOF met 7 times; of ACS met 7 times; of ADYF met 6 times; of AEIF met 7 times; of AEXR met 5 times; of AFIS met 6 times; of AGBF met 6 times; of AGGF met 6 times; of AGREIF met 7 times; of AGTGF met 6 times; of AGCF met 7 times; of AGIF met 7 times; of AHIF met 6 times; of AIGF met 7 times; of ALCGF met 6 times; of AMIF met 7 times; of AMIF II met 7 times; of ASMCGF met 6 times; of ABT met 7 times; and of TAP met 7 times.

Each Board has adopted a process for stockholders to send communications to the Board of their Fund. To communicate with a Board or an individual Director of a

Fund, a stockholder must send a written communication to that Fund's principal office at the address listed in the Notice of Joint Annual Meeting of Stockholders accompanying this Proxy Statement, addressed to the Board of that Fund or the individual Director. All stockholder communications received in accordance with this process will be forwarded to the Board or the individual Director to whom or to which the communication is addressed.

Each Board unanimously recommends that the stockholders vote "FOR" each of the nominees to serve as a Director of the applicable Fund. The election of each nominee requires the affirmative vote of a plurality of the votes cast.

PROPOSAL TWO AMENDMENTS TO INVESTMENT ADVISORY AGREEMENTS FOR CERTAIN FUNDS

A. Amendments to Investment Advisory Agreements for Certain Funds to Conform Fee Measurement Periods

ACF—AllianceBernstein Small Cap Growth Portfolio ("ACF-SCG") AGTGF

The Board considered and approved the Adviser's recommendation to amend each of the investment advisory agreements for ACF-SCG and AGTGF (together, the "Measurement Advisory Agreements"). The ACF-SCG Measurement Advisory Agreement was initially approved by the Directors on September 27, 1971, but an amended and restated Agreement, effective July 22, 1992, was approved by the Directors on October 22, 1991 and by stockholders on June 11, 1992. The AGTGF Measurement Advisory Agreement was initially approved by the Directors on December 22, 1981, but an amended and restated Agreement, effective July 22, 1992, was approved by the Directors on October 22, 1991 and by stockholders on June 11, 1992. The standard investment advisory agreement between the Adviser and other Funds provides that the advisory fee rate is calculated as a percentage of average daily net assets. The Measurement Advisory Agreements vary from this standard and provide that the fee rate is calculated as a percentage of net assets at the end of the preceding calendar quarter. We are proposing an amendment to the Measurement Advisory Agreements to provide that the advisory fee rate will be calculated as a percentage of average daily net assets to eliminate disparities between the contractual fee rate and the effective fee rate that result from the calculation of the fee rate as of the end of each preceding calendar quarter.

The fee calculation in the Measurement Advisory Agreements varies from the current standard for historical reasons related to the initial approval dates of the Measurement Advisory Agreements. The fee calculation was not changed when the Measurement Advisory Agreements were subsequently amended and restated. The Adviser recommended, and the Directors agreed, that the fee calculation methodologies in the Measurement Advisory Agreements should be conformed to the industry standard because it has become apparent due to, among other things, recent fluctuations in Fund asset levels that variations in the effective fee resulting solely from the method of calculating the fee are not justified. The Directors concluded that the amendment would benefit the Funds by eliminating unnecessary disparities in the Funds' advisory fees between the contractual and effective rates. The change will also standardize the fee calculations for the Funds and conform to current industry practice.

The standard fee rate currently in place for other Funds averages variations in the net assets of a Fund so that a Fund's effective advisory fee is generally equal to the contractual rate. In the case of ACF-SCG and AGTGF, however, the calendar quarter measurement of the advisory fee results in effective fee rates that may be higher or lower than, or equal to, the contractual fee rate due solely to variations in net assets at the end of each calendar quarter. For example, the contractual fee rate for both Funds is currently 0.75% but the effective fee rate at the end of each of the last three fiscal years ending July 31, 2008, July 31, 2009 and July 31, 2010, respectively, was 0.76%, 0.78% and 0.75% for ACF-SCG and 0.73%, 0.73% and 0.74% for AGTGF. This historical information illustrates differences in the fee rates resulting from the calendar quarter measurement period. The effective fee rate for ACF-SCG was higher than the contractual fee rate for the fiscal years 2008 and 2009 and the effective fee rate for AGTGF was lower than the contractual fee rate for the last three fiscal years. In addition, the effective fee rates may vary significantly from calendar quarter end to calendar quarter end as shown in the table below.

ACF-SCG

Period	As of End of 1st Quarter (3/30)	As of End of 2nd Quarter (6/30)	As of End of 3rd Quarter (9/30)	As of End of 4th Quarter (12/30)	FYE (7/31)
2008	0.72%	0.66%	0.52%	0.83%	0.76%
2009	0.88%	0.79%	0.80%	0.84%	0.78%
2010	0.87%	0.62%	N/A	N/A	0.75%

AGTGF

Period	As of End of 1st Quarter (3/30)	As of End of 2nd Quarter (6/30)	As of End of 3rd Quarter (9/30)	As of End of 4th Quarter (12/30)	FYE (7/31)
2008	0.71%	0.63%	0.46%	0.80%	0.73%
2009	0.86%	0.74%	0.80%	0.78%	0.73%
2010	0.82%	0.68%	N/A	N/A	0.74%

These differences are primarily due to changes in a Fund's net asset levels. In the case of declining net assets, the effective fee rate would likely be lower than the contractual fee rate, as is the case for AGTGF recently. ACF-SCG has also experienced periods of declining net assets over recent periods, but not as significantly as AGTGF, and has recently seen net asset levels increase, resulting in its effective fee rate exceeding 0.75% in the fiscal years 2008 and 2009. If a Fund had a fairly stable level of net assets, it is likely that the effective fee rate would be approximately the same as the contractual fee rate.

If the proposed advisory fee rate had been in effect as of the Funds' recent fiscal year ended July 31, 2010, the expense ratio for ACF-SCG's Class A shares (and other Classes) would have been the same, but the expense ratio for AGTGF's Class A shares would have increased from 1.55% to 1.56% with corresponding changes for other Classes of AGTGF's shares.

Since the change to the measuring period could result in an effective advisory fee that is higher than the current contractual advisory fee under certain circumstances, we are requesting that the stockholders approve the proposed amendments to the Measure-

ment Advisory Agreements. The proposed amendments would not affect any other terms of the Measurement Advisory Agreements. More information about the Adviser is included in the Funds' Statements of Additional Information, which are available at www.alliancebernstein.com.

Approval of Proposal 2.A. requires the affirmative vote of the holders of a "majority of the outstanding voting securities," of each Fund, as defined in the 1940 Act, which means the lesser of (i) 67% or more of the voting securities of the Fund present or represented by proxy if the holders of more than 50% of the Fund's outstanding voting securities are present or represented by proxy, or (ii) more than 50% of the outstanding voting securities of the Fund ("1940 Act Majority Vote"). The Board, including the Independent Directors, of each Fund unanimously recommends that the stockholders of each Fund vote FOR Proposal 2.A.

B. Amendment to Investment Advisory Agreement of TAP to Permit Reimbursement to the Adviser of Certain Administrative Expenses

The Board considered and approved the Adviser's recommendation that the investment advisory agreement of TAP (the "TAP Advisory Agreement") be amended. The standard investment advisory agreement between the Adviser and other Funds includes an investment advisory fee and also provides for the reimbursement to the Adviser of the costs of certain non-advisory services that the Adviser provides to the Fund at the request of the Fund. These reimbursable costs are for personnel performing certain administrative services for the Funds, including clerical, accounting, legal and other services ("administrative services expenses"). The TAP Advisory Agreement does not provide for reimbursement of the administrative services expenses that are provided to the Portfolios of TAP as do the standard investment advisory agreements. The TAP Advisory Agreement was initially approved by the Directors on February 16, 1993 and March 31, 1993. The TAP Advisory Agreement is different from most other Funds' investment advisory agreements because the TAP Portfolios were acquired from another fund complex without changes to the TAP Advisory Agreement upon the acquisition. Implementation of the reimbursement provision for a Portfolio will be subject to the approval of the Directors of TAP.

The proposed amendment would add a provision to the TAP Advisory Agreement authorizing reimbursement to the Adviser of the administrative services expenses. The Adviser's employees provide the same type of administrative services to the TAP Portfolios as they do for other Funds but, under the TAP Advisory Agreement, the Adviser receives no reimbursement for these administrative services expenses. Reimbursement of expenses for administrative services is a common arrangement in the fund industry. The reimbursement obligation may be included in an investment advisory agreement or in a separate agreement. The Directors concurred with the Adviser that the same type of reimbursement arrangement for administrative services expenses should apply to TAP as applies to the other Funds. The Directors concluded that the proposed amendment was appropriate because it would permit the Adviser to be reimbursed for its cost of providing non-advisory services that benefit the TAP Portfolios.

The following table shows for the fiscal year ended or the fiscal year to date period ended July 31, 2010 each TAP Portfolio's current expense ratio for Class A shares and the effect of the proposed amendment, if approved by stockholders, on each Portfolio's expense ratio to three decimal points:

TAP Portfolio	Expense Ratio Without Reimbursement	Expense Ratio Including Reimbursement
AllianceBernstein Growth Fund (Fiscal Year End 7/31)	1.543%	1.551%
AllianceBernstein Balanced Wealth Strategy (Fiscal Year End 8/31)	0.996%	0.999%
AllianceBernstein Wealth Appreciation Strategy (Fiscal Year End 8/31)	1.114%	1.117%
AllianceBernstein Conservative Wealth Strategy (Fiscal Year End 8/31)	1.003%	1.010%
AllianceBernstein Tax-Managed Balanced Wealth Strategy (Fiscal Year End 8/31)	1.113%	1.136%
AllianceBernstein Tax-Managed Wealth Appreciation Strategy (Fiscal Year End 8/31)	1.049%	1.056%
AllianceBernstein Tax-Managed Conservative Wealth Strategy (Fiscal Year End 8/31)	1.211%	1.256%

As the table indicates, the effect of the proposed amendment on the TAP Portfolios' expense ratios is modest at current asset levels.

The Directors agreed with the Adviser's recommendation that it would be appropriate for the TAP Advisory Agreement to be amended because it would apply the same provisions to the TAP Portfolios relating to administrative services expenses as those included in the advisory agreements for most other Funds. All other provisions of the TAP Advisory Agreement would remain the same except for certain minor conforming amendments. We are requesting a stockholder vote because the amendment would result in an increase, as reflected above, in the compensation paid to the Adviser under the TAP Advisory Agreement.

Approval of Proposal 2.B. requires a 1940 Act Majority Vote with respect to each Portfolio of TAP. The Board, including the Independent Directors, of the Fund unanimously recommends that the stockholders of each Portfolio of TAP vote FOR Proposal 2.B.

PROPOSAL THREE

AMENDMENTS TO DECLARATIONS OF TRUST FOR CERTAIN FUNDS ORGANIZED AS MASSACHUSETTS BUSINESS TRUSTS

AEXR, AMIF II, ABT

A. Amendment of Declarations

The Board considered and approved the Adviser's recommendation to amend the Declarations of Trust (the "Declarations") of each of the Funds listed above, which are organized as Massachusetts Business Trusts ("MBTs"). A stockholder vote is required to amend the existing Declarations (the "Existing Declarations") under certain circumstances. The proposed amendments to the Existing Declarations (the "Amendments") would provide the Directors with broad authority to amend the Declarations without a vote of stockholders. The proposed Amendment to each Declaration is set forth below:

The Trustees may by vote of a majority of the Trustees then in office amend or otherwise supplement the Declaration by making an amendment, a Declaration supplemental hereto or an amended and restated Declaration.

The Amendment would replace Article VIII, Section 8 for the ABT Declaration in its entirety and would replace certain portions of Section 9.3 for the AEXR and AMIF II Declarations. The Declarations for AEXR and AMIF II will continue to require the express consent of any affected stockholder or director for the repeal of limitations on personal liability and prohibitions of assessment on stockholders and will also continue to specify certain procedural requirements relating to amendments to the Declarations.

By allowing future amendments of a Declaration without stockholder approval, the Amendments would remove limits on the Directors' authority to take actions that they believe would be in the best interests of the Funds. The Amendments give the Directors the necessary authority and flexibility to react quickly to changes in legal and regulatory conditions without the cost and delay of a stockholder meeting when the Directors determine that the action is in the best interests of the Funds.

The Funds are subject to comprehensive regulation under the 1940 Act and Massachusetts law and a Board would still be required to submit a future amendment to a Declaration to a vote of a Fund's stockholders if applicable law were to require such a vote. Currently, Massachusetts law does not require a stockholder vote on amendments to a declaration of trust unless the declaration otherwise provides. In addition, Rule 17a-8 under the 1940 Act requires a stockholder vote for combinations of affiliated funds where material changes to a fund's fundamental policies, investment advisory agreement, board of directors or distribution plan would result from the combination.

B. Other Amendments of Declarations

In connection with approval of the Amendments, the Board considered and approved the Adviser's recommendation to adopt certain other amendments to the AEXR, AMIF II and ABT Declarations. These amendments will become effective only if stockholders approve Proposal 3. The Directors could approve these amendments after the Meetings if stockholders approve Proposal 3, but we want stockholders to understand the other proposed amendments approved by the Directors. These amendments are intended to enable the Directors to take actions that would be in the

best interests of stockholders without the cost and delay of obtaining a stockholder vote and to improve efficient administration of the Funds under the Declarations.

Provisions of the Existing Declarations for these Funds require a stockholder vote to approve a reorganization or merger of a Fund (“Reorganization Provision”) and, with respect to AEXR and AMIF II, termination of the trust (“Termination Provision”) and liquidation of a series or class (“Liquidation Provision”). The Directors approved amendments to the Reorganization Provision, the Termination Provision and the Liquidation Provision that would eliminate the stockholder vote requirement unless a stockholder vote is required by the 1940 Act or other applicable law. The stockholder vote requirement in the Reorganization Provision, Termination Provision and Liquidation Provision was historically included in the declarations of MBTs and is now uncommon. Conforming amendments would also be made to sections of the relevant Declarations that set forth the items for which stockholders have the power to vote. These sections are Section 7.1 of the AEXR and AMIF II Declarations and Article V, Section 1 of the ABT Declaration.

The Board also considered and approved the Adviser’s recommendation that they approve certain other administrative amendments to the Declarations as follows:

1. Quorum Requirements. The AEXR, AMIF II and ABT Declarations establish higher quorum requirements for a stockholder meeting than those of many of the other Funds. For AEXR and AMIF II, the quorum requirement is a majority of the shares entitled to vote and, for ABT, the quorum requirement is 40% of the shares entitled to vote. The higher quorum requirements may impede the conduct of a stockholder meeting because action cannot be taken unless a quorum is present. The Board considered and approved the Adviser’s recommendation to amend the quorum requirement to reduce it to 30% of the shares entitled to vote. A lower quorum will reduce the likelihood of the expense and delay of adjourning a meeting or resoliciting stockholders should a quorum not be present in person or by proxy. The revised quorum requirement is similar to the quorum requirements applicable to a majority of other Funds, which is one-third of the shares entitled to vote. The Directors have also approved an amendment to the Bylaws of AEXR and AMIF II in order to conform the quorum requirements to their amended Declarations.

2. Record Date. The AEXR and AMIF II Declarations provide that the Directors may set a record date not more than 60 days prior to the date of any stockholder meeting. This record date period is shorter than the 90-day period applicable to other Funds and may make it more difficult for the Funds to timely deliver proxies to stockholders and solicit stockholder votes. The Directors considered and approved the Adviser’s recommendation for the amendment of the record date requirement to authorize the Directors to set a record date not more than 90 days prior to the date of a stockholder meeting.

3. Director Meetings. The AEXR and AMIF II Declarations require an annual meeting of the Directors to be held not later than the last day of the fourth month after the end of a Fund’s fiscal year end. These provisions impose unnecessary requirements upon the holding of Director meetings. The Board considered and approved the Adviser’s recommendation to approve amendments to the Declarations to eliminate these provisions.

Approval of Proposal 3 with respect to each Fund requires the affirmative vote of a majority of the shares entitled to vote. The Board, including the Independent Directors, of each Fund unanimously recommends that the stockholders of each Fund vote FOR Proposal 3.

PROPOSAL FOUR

AMENDMENT AND RESTATEMENT OF CHARTERS FOR CERTAIN FUNDS ORGANIZED AS MARYLAND CORPORATIONS

ABS, ABSS, ACF, ACOF, AEIF, AGREIF, AGTGF, AGCF, AGIF, AHIF, AIGF, ALCGF

Each Fund subject to this Proposal is organized as a Maryland corporation and is subject to the Maryland General Corporation Law (“MGCL”). Under the MGCL, a Fund is formed pursuant to a charter (each a “Charter”) that sets forth various provisions relating primarily to the governance of that Fund and powers of the Fund to conduct business. Each Fund’s Board has declared advisable and recommends to the Fund’s stockholders the amendment and restatement of the Charter of that Fund. The Adviser advised the Board of each Fund that the proposed amendments have two primary objectives. First, the Adviser believes, and the Directors agree, that it is important to modernize and update the Charters to take full advantage of the flexibility afforded by the provisions of the MGCL, as they currently exist or may be changed in the future. Second, stockholders of many of the other Funds approved the amendment and restatement of their Charters in 2005 and the Adviser believes and the Directors agree that it is beneficial for all of the Funds’ Charters to be standardized so that there are no differences among the Funds. In the past, the existence of different Charter provisions has imposed burdens in administering the Funds and, in some cases, limited the Board’s authority to take actions that would benefit that Fund and its stockholders.

Many of the amendments are technical amendments that are designed to allow a Fund’s Board to take full advantage of the provisions of the MGCL. Some of the Funds are older Funds. Since their formation, law and industry practice have changed significantly, and the Charters for these Funds contain significant variations from the Charters of more recently organized Funds. Some provisions of these Charters are now obsolete because they are regulated by the 1940 Act or the MGCL and are no longer required in the Charters. Other provisions conflict with, or permit activities prohibited by, law. For these reasons, the Adviser recommended to the Boards the amendment and restatement of the Charters as discussed below in order to modernize and standardize them, which will facilitate a Board’s ability to direct the management of the business and affairs of a Fund as it deems advisable and in accordance with the Fund’s best interests. Each Board recommends that stockholders approve the amendment and restatement of the Charter for their Fund.¹ The amendment and restatement of each Charter will be accomplished by repealing in their entirety all of the existing Charter provisions and substituting in lieu thereof the new provisions set forth in the Form of Articles of Amendment and Restatement (each a “New Charter” and, together, the “New Charters”) attached as Appendix C. A detailed summary of the amendments is set forth below. If a stockholder of any Fund would like a copy of the current Charter for that Fund, please write to Kristine Antoja at AllianceBernstein L.P., 1345 Avenue of the Americas, New York, New York 10105.

¹ Some Funds are organized as series funds and they may have separate portfolios that are regarded as separate investment companies under the 1940 Act. However, all portfolios of a Fund are governed by the same Charter and stockholders of each series will vote on the proposed charter amendments. Therefore, if approved by the stockholders, a New Charter (defined below) will govern all of the portfolios operated by its Fund.

If approved, the New Charters will give a Board more flexibility and broader authority to act than do the existing charters. This increased flexibility is intended to allow the Directors to react more quickly to changes in competitive and regulatory conditions and allow the Funds to operate in a more efficient and economical manner.

While each of the New Charters of the Funds are generally the same (except for variations with respect to authorization and classification of stock), as explained above, some of the Funds' existing Charters are significantly different. So, the actual provisions being repealed or amended will vary from Fund to Fund. The proposed amendments to the Charters fall generally under four broad categories: (i) series and class structure and related provisions; (ii) stockholder voting provisions; (iii) mandatory and other redemption provisions; and (iv) indemnification provisions. Certain of the older Funds have additional categories. The following discusses the material changes for the Funds within these broad categories and the additional categories, discusses the Boards' recommendations as to each amendment, and identifies each Fund for which an amendment is applicable.

A. Series and Class Structure and Related Provisions

The Adviser recommended, and the Boards declared advisable, the proposed amendments concerning the establishment and administration of series and classes² of the Funds' stock to update the Charters and to provide the Funds' Boards with the broadest flexibility to act with respect to series or classes of stock under the MGCL subject to the 1940 Act. The proposed amendments are as follows:

- Provide for the automatic readjustment of the number of authorized shares of a class or series of a Fund that are classified or reclassified into shares of another class or series of the Fund. This change is administrative and provides for automatic readjustment in the number of shares in the charter where changes are made to one series or class.

All Funds.

- Clarify that the Directors have sole discretion to allocate the Fund's general assets not otherwise identifiable as belonging to a particular series or class to and among one or more series or classes and to provide that any general assets allocated to a series or class will irrevocably belong to that series or class.

All Funds.

- Provide that debts, liabilities, obligations and expenses of a series or class are enforceable only with respect to that series or class and not against the assets of a Fund generally.

All Funds.

- Provide that the Directors may establish a specified holding period prior to the record date for stockholders to be entitled to dividends (deleting for some Funds a requirement that such holding period may not exceed 72 hours) and to provide that dividends or distributions may be paid in-kind.

All Funds.

² If a Fund is a series fund, the stockholders of each portfolio own shares of a specific series of stock. Stock of a specific series (or portfolio) may be divided into more than one class of shares.

- Clarify that (i) debts, liabilities, obligations and expenses of a series or class shall be charged to the assets of the particular series or class and (ii) the Directors' determination with respect to the allocation of all debts, liabilities, obligations and expenses is conclusive.
(i) All Funds except ABS and AGIF. (ii) Applicable only to ACF and AGTGF.
- Permit the Board discretion to provide for the automatic conversion of any share class into any other share class to the extent disclosed in the Fund's registration statement and permitted by applicable law and regulations and replace, to the extent applicable, specific conversion provisions with respect to a class or series.

All Funds except ABSS, ACOF, AGREIF and AGCF.

- Clarify that redeemed or otherwise acquired shares of stock of a series or class shall constitute authorized but unissued shares of stock of that series or class and, in connection with a liquidation or reorganization of a series or class of a Fund in which outstanding shares of such class or series are redeemed by the Fund, that all authorized but unissued shares of such class or series shall automatically be returned to the status of authorized but unissued shares of common stock, without further designation as to series or class. This clarifying change would have no practical effect on the operation of a Fund.

All Funds.

B. Stockholder Voting Provisions

The Adviser recommended, and the Boards declared advisable, proposed minor changes to each Fund's voting provisions. These changes are intended to give the Directors more flexibility in setting voting requirements consistent with current MGCL provisions and the best interests of the Funds. These changes also clarify quorum requirements at meetings for specific classes or series and for a Fund as a whole. The proposed amendments are as follows:

- Permit, if approved by the Directors as to any matter submitted to stockholders, a Fund to calculate the number of votes to which stockholders are entitled to cast on such matter on the basis of the net asset value of shares rather than on the basis of one vote for each share outstanding. A Fund would be required to obtain exemptive relief from the Securities and Exchange Commission ("SEC") in order to calculate stockholder votes entitled to be cast in this manner. This amendment would permit the Funds to address circumstances in which there are large disparities in net asset value per share among the series of a Fund resulting in inequitable voting rights among the stockholders of the various series in relation to the value of a stockholder's investment. While the Funds do not currently intend to seek exemptive relief, if the proposed amendment to the charter is approved, the Funds would be able to rely upon such relief if it is ever requested and granted without any need to seek stockholder approval of a charter amendment.

All Funds.

- Permit the Directors to determine that certain matters are subject to vote only by a specific series or class of the Fund, rather than by all stockholders of the Fund as a single class, for matters that are not otherwise prescribed under the

1940 Act or other applicable law. The charters currently provide that stockholders of a specific class will vote on issues pertaining only to that class. This amendment is intended to clarify that the Directors may make this determination of whether an issue pertains to a particular class when it is not otherwise specified by law. In addition, the proposed amendments would clarify that, where a separate class or series vote is required, a quorum would be determined by the presence in person or by proxy of the holders of shares of that series or class entitled to vote at the meeting.

All Funds.

C. Mandatory and Other Redemption Proposals

The Adviser recommended, and the Boards declared advisable, the proposed changes to give the Directors greater flexibility to determine when it is in the best interests of a Fund to redeem shares or to impose fees upon redemptions. For example, small accounts are costly for the Fund to maintain, often at the expense of larger stockholders. Although the Directors have the ability to set mandatory redemption amounts within the limits currently set forth in the charters, the proposed change would provide the Directors with maximum flexibility to set mandatory redemption amounts that are appropriate for a Fund's circumstances as well as to determine the method and timing of notice to stockholders. The Directors are expected to consider a recommendation of the Adviser that they approve an increase in the mandatory redemption amount for the Funds of \$1,000, rather than the current \$500, in the near term. In addition, these amendments would permit a Board to cause a Fund to effect mandatory redemptions for other purposes, such as for a reorganization or liquidation of a Fund or one or more of its series or classes, which are generally permitted by the MGCL to be undertaken without stockholder approval. If these changes are adopted, upon approval by the Board, the typical reorganization or liquidation will require only the stockholder approval required under the 1940 Act, if any. The proposed amendments are as follows:

- Eliminate the specified dollar amount for mandatory redemptions included in the charters.
All Funds.
- Provide the Board with the sole discretion to set a mandatory redemption threshold for small accounts.
ABS, AGTGF and AGIF.
- Permit the mandatory redemption of an account if it is below the small account threshold established by the Board (rather than only in the event the account is below the threshold because of redemptions).
AGTGF.
- Eliminate the current stockholder notice requirement, which requires that a Fund give 30 or 45 days' notice to stockholders prior to a mandatory redemption.
All Funds except ABS and AGIF.
- Eliminate a cap on the minimum account amount for mandatory redemptions.
All Funds.

- Amend mandatory redemption provision to give the Board the authority to redeem shares for other purposes permitted under the MGCL, such as liquidations or reorganizations, subject to the requirements of the 1940 Act.

All Funds except ABS and AGIF.

For all Funds except ABS, ACOF, AGCF and AGREIF, the proposed amendments would broaden the range of fees, which may currently include deferred sales charges and/or redemption fees, that may be imposed at the time of redemption if approved by the Board and consistent with applicable law. The amended provisions would refer to “deferred sales charges, redemption fees or other amounts” that may be imposed upon the redemption of shares. The Directors could determine that a redemption fee to discourage market timing could be appropriate for a Fund and the proposed amendments would give the Directors maximum flexibility to impose such fees. Other amounts could include, for example, stockholder transaction fees. This amendment would be made applicable to all classes of shares. The proposed amendments would provide the Funds with the flexibility to impose such fees, although the Adviser has no current intention to recommend additional stockholder fees.

D. Indemnification Provisions

The charters of the Funds provide that, to the maximum extent permitted by Maryland law and the 1940 Act, Directors and officers shall not be liable to a Fund for money damages. Moreover, the charters or Bylaws of the Funds provide that, to the maximum extent permitted by Maryland law and the 1940 Act, Directors and officers shall be indemnified by the Funds and shall have expenses advanced by the Funds. The proposed amendments to certain of the charters would specifically provide that a Fund has the power to indemnify and advance expenses to its Directors and officers to the maximum extent permitted by the 1940 Act and the MGCL. The proposed amendments would also, among other things:

- Clarify or provide that, to the maximum extent permitted by Maryland law and the 1940 Act, a Fund has the power to obligate itself to indemnify and advance expenses to a director or officer.

All Funds (new provision for ABS and AGIF).

- Allow a Fund, with approval of the Directors, to indemnify and advance expenses to any person who served as a director for a predecessor of the Fund in a capacity that may be indemnified under the Fund’s charter.

All Funds.

- Prohibit retroactive changes to the indemnification provisions in a Fund’s Bylaws. (Similar non-retroactivity provisions already cover charter provisions.)

All Funds except ABS and AGIF.

- Prohibit retroactive changes to the indemnification provisions in a Fund’s Charter or Bylaws.

ABS and AGIF.

- Vest in the Funds the power to indemnify and advance expenses to a Fund’s Directors and officers who, while serving as such for a Fund, also serve at a

Fund's request in a like position of another enterprise and are subject to liability by reason of their service in such capacity.

All Funds except AGTGF.

- Replace the specific 1940 Act limitations on indemnification and advance of expenses in cases of willful misfeasance, bad faith, negligence, or reckless disregard for duties with a general reference to limitations on indemnification imposed under the 1940 Act.

All Funds except ABS, AGIF and AGTGF.

We are recommending these amendments because it is important for a Fund to be able to indemnify and advance expenses to the maximum extent permitted by law in order to promote efficient and effective management of the Fund. More restrictive indemnification provisions may make it difficult to attract and retain qualified Directors and officers notwithstanding the protective provisions in the Funds' Bylaws and the fact that the Directors have the benefit of insurance.

E. Other Revisions for Specific Funds

1. Corporate Purpose

The existing Charters of certain Funds enumerate a list of specific powers of the Fund. Proposed changes would delete these provisions and each such Fund's Charter would provide instead that the Fund shall have all powers permitted by the MGCL. A Fund is not required to list specific powers in its Charter and this specificity may hinder a Fund's operations and the Directors' flexibility in determining appropriate actions for a Fund to undertake. The specific list may restrict the Fund's ability to be competitive in the market without incurring the cost and delay of a stockholder vote and to respond quickly to regulatory developments to the detriment of the Fund. By providing a Fund with all the powers permitted under the MGCL, the proposed amendments will give a Fund and its Directors broader flexibility to administer and operate the Funds.

- Delete specific powers of a Fund, and provide instead that a Fund shall have all powers conferred upon it or permitted by the MGCL.

ABS, ACF, AGIF and AGTGF.

2. Dividends and Distributions

Two of the Funds, ABS and AGIF, have various provisions relating to dividends and distributions. Such provisions were presumably considered customary and desirable when these Funds were formed in 1932, but they are now obsolete or unnecessary. The proposed amendments would eliminate these and related unnecessary provisions because the Funds' method and manner of making dividends and distributions is regulated by the 1940 Act and federal tax law, as well as applicable limitations on distributions under the MGCL. These changes would not affect the Funds' current dividend policies.

- Delete provision that, in each fiscal year, the Fund shall distribute approximately the amount of net cash income received by the Fund during the fiscal year.
- Delete a provision giving the Directors discretion to distribute additional dividends from any assets of a Fund legally available for payment thereof.

- Delete a provision that requires a Board to sell all dividends and distributions that are not cash dividends, such as shares of stock of a company, received by a Fund on its investments and to credit the net cash proceeds of such sale to cash income and distribute it to stockholders.

3. *Class Provisions*

Certain of the Funds have outdated provisions related to matters that are now governed by the 1940 Act or exemptions thereto. These changes would not affect the Funds' current investment policies. The proposed amendments would:

- Delete a provision giving the Board the authority to exclude the designation of the shares of a class or series from the definition of a "senior security" under the 1940 Act.

ACF.

- Delete a provision, as unnecessary, that permitted distribution to vary from class to class for the purposes of complying with regulatory or legislative requirements.

ACF and AGTGF.

4. *Stockholder Voting Provision*

Certain of the Funds' Charters are silent on the requirements for a quorum for transaction of business at stockholders meeting. Recent changes to the MGCL generally permit, when a charter is silent on the requirements for a quorum at a stockholders meeting, the Bylaws of a Fund to establish the quorum requirements. The Bylaws of each of ABS, AGIF and AGTGF generally provide that, at any meeting of stockholders, the presence in person or by proxy of stockholders entitled to cast one-third of all the votes entitled to be cast at such meeting on any matter shall constitute a quorum. The New Charters establish quorum provisions that are consistent with the Bylaws of ABS, AGIF, and AGTGF. The Adviser proposed, and the Board deemed advisable, that this quorum requirement be added to these Funds' Charters. This is the same quorum requirement included in most other Funds' Charters. The New Charters:

- Provide that the presence in person or by proxy of the holders of shares entitled to cast one-third of the votes entitled to be cast would constitute a quorum for a stockholder meeting.

5. *Redemption Provisions*

The proposed amendments would delete certain provisions relating to redemptions of shares. These provisions are now unnecessary because the matters covered by them are governed by Maryland law or the 1940 Act. The proposed amendments would:

- Delete a provision terminating a stockholder's rights at the time a redemption price has been determined with certain exceptions.

ABS, ACF, AGIF and AGTGF.

- Delete a provision that authorizes a Fund, upon Board approval, to buy back shares at a price not exceeding net asset value by an agreement with stockholders.

ABS, ACF, AGIF and AGTGF.

6. *Board of Directors*

The proposed amendments would provide that the minimum number of Directors for a Fund shall be one and eliminate the maximum number of Directors. The minimum number is currently specified as two or three Directors and the maximum as twenty (applies to ACF and AGTGF). The proposed amendments would give the Directors the flexibility to determine the number of Directors that are appropriate for a Fund's Board based on the specific circumstances of the Fund.

The proposed amendments would also revise the general powers of the Board and explicitly permit the Board to authorize the issuance of stock and other securities without stockholder approval unless otherwise required by applicable law. These amendments provide greater flexibility for the Directors to determine appropriate actions for a Fund, especially to issue shares to the extent permitted by the MGCL. These changes would not affect the management or operation of the Funds. The New Charters:

- Provide that the minimum number of Directors for a Fund shall be one and that the number of Directors may be fixed pursuant to the Bylaws.
ABS, ACF, AGIF and AGTGF.
- Expand or clarify that the general powers of a Board and explicitly permit the Board to authorize the issuance of stock and other securities without stockholder approval.
ABS, ACF, AGIF and AGTGF.

7. *Interested Persons Provisions*

The Charters for certain Funds currently permit contracts to provide services between the Fund and interested persons of the Fund, including the Adviser. Affiliated transactions are regulated under the 1940 Act rather than the MGCL. These changes would not affect the Funds' transactions with interested or affiliated persons, which will remain subject to regulations under the 1940 Act. The proposed amendments would eliminate the following provisions:

- Procedures that a Fund must follow to enter into a contract with an affiliate.
ACF and AGTGF.
- Provision that permits interested persons to contract to provide services for a Fund and provide indemnification with respect to the provision of those services.
AGIF.
- Provisions that state that contracts with interested persons will not be void if such interest is disclosed to the Board and that permit an interested person to be counted towards a quorum for a vote to authorize that contract.
ABS and AGIF.

Approval of Proposal 4 with respect to each Fund requires the affirmative vote of the holders of shares entitled to cast a majority of the votes entitled to be cast. The Board, including the Independent Directors, of each Fund unanimously recommends that the stockholders of each Fund vote FOR Proposal 4.

PROPOSAL FIVE

CHANGES TO FUNDAMENTAL POLICIES REGARDING COMMODITIES

All Funds (except ABF-Multi-Asset Inflation Strategy, ACF-Market Neutral Strategy-U.S. and ACF-Market Neutral Strategy-Global)

Section 8(b) of the 1940 Act requires a fund to disclose whether it has a policy to engage in certain activities. Under the 1940 Act, these policies are “fundamental” and may not be changed without a stockholder vote. The Board considered and approved the Adviser’s recommendation for the modification of the fundamental commodities policies of the Funds.

The Funds’ current fundamental commodities policies prohibit the purchase or sale of commodities regulated by the Commodity Futures Trading Commission (“CFTC”) under the Commodity Exchange Act (“CEA”) except for futures contracts and options on futures contracts. The Funds’ fundamental commodities policies reflected legal requirements in effect at the time the current policy was adopted. The derivatives transactions regulated as commodities by the CFTC under the CEA were futures and options on futures and options on physical commodities. Swaps, including forward currency exchange contracts, were specifically excluded from regulation by the CFTC.

As part of its recent financial reform initiative, Congress recently enacted legislation that, among other things, amends the CEA to subject swaps, including forward currency exchange contracts, to CFTC regulation. As a result, the current commodities policy, which specifically refers to commodities regulated by the CFTC, could potentially limit the Funds’ flexibility to engage in certain swaps and forward currency exchange contracts following the adoption of regulations implementing the legislation. In order to clarify that the Funds may continue to engage in the same derivatives transactions that they are permitted to engage in today, regardless of whether a governmental agency may regulate these instruments in the future, the Adviser recommended, and the Directors approved, the following fundamental policy:

The Fund may purchase or sell commodities or options thereon to the extent permitted by applicable law.

The proposed fundamental policy would make it clear that the Funds may continue to engage in swaps, forward currency exchange contracts, as well as futures, options on futures, and any other commodity or commodities contracts. The Funds’ investment in commodities will be reflected in investment policies approved by the Directors and disclosed in a Fund’s Prospectuses and SAIs. The Adviser will continue to manage the Funds under the policies previously approved by the Directors and the proposed amendments would not result in a change to a Fund’s risk exposure. The amended policy would permit Directors to modify the Funds’ investment policies to reflect changes in statutory and regulatory requirements without incurring the time and expense of obtaining stockholder approval to change the policy and avoid issues relating to any future changes in the regulation of commodities.

Approval of Proposal 5 requires a 1940 Act Majority Vote with respect to each Fund (or with respect to a Fund that has series, each Portfolio). The Board, including the Independent Directors, of each Fund unanimously recommends that the stockholders of each Fund vote FOR Proposal 5.

PROPOSAL SIX

RECLASSIFICATION OF FUNDAMENTAL INVESTMENT OBJECTIVES OF CERTAIN FUNDS

ABSS—U.S. Large Cap Portfolio (“USLC”) AGCF

The Board considered and approved the Adviser’s recommendation for the reclassification of the investment objectives of the Funds listed above as non-fundamental. The 1940 Act does not require the Funds’ investment objectives to be fundamental policies that are changeable only by a stockholder vote. This proposal would give the Directors the flexibility to revise the Funds’ investment objectives to respond to changed market conditions or other circumstances in a timely manner without the delay and expense of obtaining a stockholder vote. We are not proposing to change the investment objectives. USLC’s investment objective is the same as the other AB Growth Funds, whose investment objectives are not fundamental. AGCF’s fundamental investment objective requires it to invest at least 80% of its total assets in Greater China companies. However, AGCF is subject to Rule 35d-1, the so-called “Names Rule”, which also requires it to have a policy to invest at least 80% of its assets in securities of Greater China companies. While the Directors would have the flexibility to change the 80% requirement in its investment objective, it would still be required to have an 80% policy as long as its name included the reference to Greater China.

As with other investment objectives, we will provide stockholders with advance notice of not less than 60 days of any subsequent material change to a Fund’s investment objective.

Approval of Proposal 6 requires a 1940 Act Majority Vote with respect to each Fund. The Board, including the Independent Directors, of each Fund unanimously recommends that the stockholders of each Fund vote FOR Proposal 6.

Part III—Independent Registered Public Accounting Firms

Approval of Independent Registered Public Accounting Firms by Board

The Board of each Fund, including a majority of the Directors who are not “interested persons”, has appointed Ernst & Young LLP (“E&Y”) as the independent registered public accounting firm for the each Fund’s current fiscal year. E&Y has represented that it does not have any direct financial interest or any material indirect financial interest in any of the Funds.

The Audit Committee of the Boards of each of ABS, ABSS, ACS, AEIF, AEXR, AGGF, AGIF, AIGF, ALCGF, ASMCGF and TAP (the “Auditor Change Funds”) approved the dismissal of KPMG LLP as independent registered public accounting firm for the Auditor Change Funds (the “Prior Auditor”) at a meeting held on March 24, 2010. The Prior Auditor’s reports on the financial statements of the Auditor Change Funds for their last two fiscal years did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit

scope or accounting principles. During the period the Prior Auditor was engaged, there were no disagreements with the Prior Auditor on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which would have caused it to make reference to that matter in connection with its reports for the Auditor Change Funds or reportable events as described in paragraph (v) of Item 304(a)(1) of Regulation S-K. The Auditor Change Funds have requested that the Prior Auditor furnish them with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of the letter is attached as Appendix E and similar letters will be filed as Exhibit 77 to the Auditor Change Funds' first Form N-SAR filed following the Prior Auditor's dismissal.

Except for the Auditor Change Funds, E&Y has audited the accounts of each Fund for the last two fiscal years.

Representatives of E&Y are expected to attend the Meeting, to have the opportunity to make a statement and to respond to appropriate questions from the stockholders. Representatives of the Prior Auditor are not expected to attend the Meeting.

Independent Registered Public Accounting Firms' Fees

The following table sets forth the aggregate fees billed by the independent registered public accounting firms for each Fund's last two fiscal years (except for Funds that only recently commenced operations and have not yet completed a fiscal year) for professional services rendered for: (i) the audit of the Fund's annual financial statements included in the Fund's annual report to stockholders; (ii) assurance and related services that are reasonably related to the performance of the audit of the Fund's financial statements and are not reported under (i), which include advice and education on accounting and auditing issues, consent letters, and in the case of certain of the Funds, include multi-class distribution testing; (iii) tax compliance, tax advice and tax return preparation; and (iv) aggregate non-audit services provided to the Fund, the Adviser and entities that control, are controlled by or under common control with the Adviser that provide ongoing services to the Fund ("Service Affiliates"), which include conducting an annual internal control report pursuant to Statement on Auditing Standards No. 70. No other services were provided to any Fund during this period.

TABLE 1

Name of Fund		Audit Fees	Audit Related Fees	Tax Fees	All Other Fees for Services Provided to Fund	All Fees for Non-Audit Services Provided to the Fund, the Adviser and Service Affiliates
ABF—Intermediate Bond Portfolio	2008	\$60,400	\$7,711	\$30,707	n/a	\$998,263
	2009	\$44,837	\$7,764	\$ 5,564	n/a	\$787,985
ABS	2008	\$38,000	\$3,329	\$ 6,988	n/a	\$387,022
	2009	\$33,132	\$ 0	\$18,025	n/a	\$177,274
ABSS—U.S. Large Cap Portfolio	2008	\$23,000	\$ 0	\$16,863	n/a	\$323,413
	2009	\$22,172	\$ 0	\$ 7,500	n/a	\$256,549
ABSS—2000 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,731	\$ 0	\$ 6,700	n/a	\$255,749
ABSS—2005 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,731	\$ 0	\$ 6,700	n/a	\$255,749

Name of Fund		Audit Fees	Audit Related Fees	Tax Fees	All Other Fees for Services Provided to Fund	All Fees for Non-Audit Services Provided to the Fund, the Adviser and Service Affiliates
ABSS—2010 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,731	\$ 0	\$ 6,700	n/a	\$255,749
ABSS—2015 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,731	\$ 0	\$ 6,700	n/a	\$255,749
ABSS—2020 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,731	\$ 0	\$ 6,700	n/a	\$255,749
ABSS—2025 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,731	\$ 0	\$ 6,700	n/a	\$255,749
ABSS—2030 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,731	\$ 0	\$ 6,700	n/a	\$255,749
ABSS—2035 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,731	\$ 0	\$ 6,700	n/a	\$255,749
ABSS—2040 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,731	\$ 0	\$ 6,700	n/a	\$255,749
ABSS—2045 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,731	\$ 0	\$ 6,700	n/a	\$255,749
ABSS—2050 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,681	\$ 0	\$ 6,700	n/a	\$255,749
ABSS—2055 Retirement Strategy	2008	\$22,750	\$ 0	\$16,663	n/a	\$323,213
	2009	\$22,681	\$ 0	\$ 6,700	n/a	\$255,749
ABT—AllianceBernstein Value Fund	2008	\$37,800	\$5,184	\$16,636	n/a	\$982,165
	2009	\$33,240	\$ 0	\$ 7,784	n/a	\$782,440
ABT—AllianceBernstein Small/Mid Cap Value Fund	2008	\$37,800	\$5,184	\$16,650	n/a	\$982,179
	2009	\$34,120	\$ 0	\$ 7,784	n/a	\$782,440
ABT—AllianceBernstein International Value Fund	2008	\$45,200	\$5,443	\$20,484	n/a	\$986,272
	2009	\$41,720	\$ 0	\$ 8,384	n/a	\$783,040
ABT—AllianceBernstein Global Value Fund	2008	\$37,800	\$5,184	\$19,537	n/a	\$985,066
	2009	\$36,665	\$ 0	\$ 8,384	n/a	\$783,040
ACF—Small Cap Growth Portfolio	2009	\$33,680	\$1,650	\$ 8,308	n/a	\$711,673
	2010	\$29,000	\$ 0	\$15,605	n/a	\$608,552
ACF—U.S. Strategic Research Portfolio	2009	\$ 0	\$ 0	\$ 0	n/a	\$ 0
	2010	\$21,750	\$ 0	\$ 0	n/a	\$666,918
ACOF	2008	\$44,100	\$5,404	\$16,575	n/a	\$982,324
	2009	\$33,040	\$ 0	\$ 7,834	n/a	\$782,490
ACS	2009	\$33,600	\$ 0	\$11,350	n/a	\$183,043
	2010	\$32,900	\$ 0	\$17,990	n/a	\$192,022
ADYF	2008	\$66,600	\$5,542	\$21,106	n/a	\$986,993
	2009	\$53,739	\$1,650	\$10,900	n/a	\$787,207
AEIF	2008	\$35,250	\$ 0	\$ 8,038	n/a	\$386,388
	2009	\$33,231	\$ 0	\$15,525	n/a	\$174,774
AEXR	2008	\$27,300	\$ 0	\$ 6,576	n/a	\$377,926
	2009	\$26,566	\$ 0	\$ 3,000	n/a	\$187,249

Name of Fund		Audit Fees	Audit Related Fees	Tax Fees	All Other Fees for Services Provided to Fund	All Fees for Non-Audit Services Provided to the Fund, the Adviser and Service Affiliates
AFIS—Government STIF Portfolio	2009	\$35,800	\$1,816	\$19,100	n/a	\$ 460,445
	2010	\$33,030	\$ 0	\$12,408	n/a	\$ 719,514
AGBF	2008	\$70,587	\$3,211	\$21,907	n/a	\$1,031,365
	2009	\$55,320	\$4,732	\$10,400	n/a	\$ 746,586
AGCF	2009	\$32,240	\$1,650	\$10,084	n/a	\$ 713,449
	2010	\$29,000	\$ 0	\$12,877	n/a	\$ 605,824
AGGF	2009	\$36,818	\$ 0	\$13,600	n/a	\$ 284,799
	2010	\$30,500	\$ 0	\$ 1,408	n/a	\$ 668,326
AGIF	2008	\$36,500	\$ 0	\$12,517	n/a	\$ 383,867
	2009	\$31,686	\$ 0	\$16,025	n/a	\$ 175,270
AGREIF	2008	\$58,300	\$5,901	\$28,375	n/a	\$ 994,621
	2009	\$45,800	\$ 0	\$13,884	n/a	\$ 788,540
AGTGF	2009	\$36,320	\$3,300	\$12,684	n/a	\$ 717,699
	2010	\$29,000	\$2,000	\$16,485	n/a	\$ 611,432
AHIF	2008	\$67,650	\$8,711	\$63,407	n/a	\$1,032,463
	2009	\$60,416	\$5,668	\$10,400	n/a	\$ 790,725
AIGF	2009	\$38,842	\$ 0	\$13,200	n/a	\$ 284,399
	2010	\$30,500	\$ 0	\$ 2,581	n/a	\$ 669,499
ALCGF	2009	\$30,722	\$ 0	\$12,725	n/a	\$ 298,924
	2010	\$29,000	\$ 0	\$ 2,581	n/a	\$ 595,528
AMIF—California Portfolio	2008	\$35,110	\$3,440	\$13,625	n/a	\$ 977,410
	2009	\$31,920	\$4,699	\$ 6,440	n/a	\$ 785,796
AMIF—High Income Municipal Portfolio	2008	\$ 0	\$ 0	\$ 0	n/a	\$ 0
	2009	\$ 0	\$ 0	\$ 0	n/a	\$ 0
AMIF—National Portfolio	2008	\$35,110	\$3,440	\$13,625	n/a	\$ 977,410
	2009	\$31,920	\$4,389	\$ 5,790	n/a	\$ 784,835
AMIF—New York Portfolio	2008	\$35,110	\$3,440	\$13,625	n/a	\$ 977,410
	2009	\$31,920	\$2,422	\$ 5,790	n/a	\$ 782,868
AMIF II—Arizona Portfolio	2008	\$26,767	\$3,148	\$14,758	n/a	\$1,024,154
	2009	\$26,879	\$4,732	\$ 6,983	n/a	\$ 743,169
AMIF II—Massachusetts Portfolio	2008	\$26,767	\$3,148	\$14,758	n/a	\$1,024,154
	2009	\$26,879	\$4,732	\$ 6,983	n/a	\$ 743,169
AMIF II—Michigan Portfolio	2008	\$26,767	\$3,148	\$14,758	n/a	\$1,024,154
	2009	\$26,879	\$4,732	\$ 6,983	n/a	\$ 743,169
AMIF II—Minnesota Portfolio	2008	\$26,767	\$3,148	\$14,758	n/a	\$1,024,154
	2009	\$26,880	\$4,732	\$ 6,983	n/a	\$ 743,169
AMIF II—New Jersey Portfolio	2008	\$26,767	\$3,148	\$14,758	n/a	\$1,024,154
	2009	\$26,880	\$4,732	\$ 6,983	n/a	\$ 743,169
AMIF II—Ohio Portfolio	2008	\$26,767	\$3,148	\$14,758	n/a	\$1,024,154
	2009	\$26,880	\$4,732	\$ 6,983	n/a	\$ 743,169
AMIF II—Pennsylvania Portfolio	2008	\$26,767	\$3,148	\$14,758	n/a	\$1,024,154
	2009	\$26,880	\$4,732	\$ 6,983	n/a	\$ 743,169
AMIF II—Virginia Portfolio	2008	\$26,767	\$3,148	\$14,758	n/a	\$1,024,154
	2009	\$26,880	\$4,732	\$ 6,983	n/a	\$ 743,169

Name of Fund		Audit Fees	Audit Related Fees	Tax Fees	All Other Fees for Services Provided to Fund	All Fees for Non-Audit Services Provided to the Fund, the Adviser and Service Affiliates
ASMCGF	2009	\$30,722	\$0	\$ 4,200	n/a	\$286,199
	2010	\$29,000	\$0	\$ 1,173	n/a	\$594,120
TAP—AllianceBernstein Growth Fund	2009	\$30,481	\$0	\$ 5,000	n/a	\$286,999
	2010	\$29,000	\$0	\$ 3,754	n/a	\$596,701
TAP— Conservative Wealth Strategy	2008	\$22,750	\$0	\$16,863	n/a	\$323,413
	2009	\$22,681	\$0	\$ 7,500	n/a	\$256,549
TAP— Tax-Managed Conservative Wealth Strategy	2008	\$40,200	\$0	\$18,825	n/a	\$325,375
	2009	\$36,753	\$0	\$ 8,600	n/a	\$257,649
TAP—Balanced Wealth Strategy	2008	\$22,750	\$0	\$16,863	n/a	\$323,413
	2009	\$22,681	\$0	\$ 7,500	n/a	\$256,549
TAP—Tax-Managed Balanced Wealth Strategy	2008	\$40,200	\$0	\$21,325	n/a	\$327,875
	2009	\$36,753	\$0	\$ 8,600	n/a	\$257,649
TAP—Wealth Appreciation Strategy	2008	\$22,750	\$0	\$18,363	n/a	\$324,913
	2009	\$20,681	\$0	\$ 7,500	n/a	\$256,549
TAP—Tax-Managed Wealth Appreciation Strategy	2008	\$40,200	\$0	\$20,275	n/a	\$326,825
	2009	\$36,753	\$0	\$ 7,500	n/a	\$256,549

Beginning with audit and non-audit service contracts entered into on or after May 6, 2003, the Funds' Audit Committee policies and procedures require the pre-approval of all audit and non-audit services provided to a Fund by the Fund's independent auditors. A Fund's Audit Committee policies and procedures also require pre-approval of all audit and non-audit services provided to the Adviser and Service Affiliates to the extent that these services are directly related to the operations or financial reporting of the Fund. Accordingly, all of the amounts for Audit Fees, Audit-Related Fees and Tax Fees in Table 1 are for services pre-approved by the Audit Committee.

The amounts of the Fees for Non-Audit Services provided to the Fund, the Adviser and Service Affiliates in Table 1 for each Fund that were subject to pre-approval by the Audit Committee for 2008 and 2009 are presented below in Table 2 (includes conducting an annual internal control report pursuant to Statement on Accounting Standards No. 70). The Audit Committee of each Fund has considered whether the provision of any non-audit services not pre-approved by the Audit Committee provided by the Fund's independent auditors to the Adviser and Service Affiliates is compatible with maintaining the auditors' independence.

TABLE 2

**Fees for Non-Audit
Services Provided
to the Fund,
the Adviser and
Service Affiliates
Subject to
Pre-Approval by
Audit Committee**

Name of Fund			Portion Comprised of Audit Related Fees	Portion Comprised of Tax Fees
ABF—Intermediate Bond Portfolio	2008	\$ 181,037	\$150,830	\$30,207
	2009	\$ 257,174	\$251,610	\$ 5,564
ABS	2008	\$ 8,672	\$ 1,684	\$ 6,988
	2009	\$ 18,025	\$ 0	\$18,025
ABSS—U.S. Large Cap Portfolio	2008	\$ 16,863	\$ 0	\$16,863
	2009	\$ 7,500	\$ 0	\$ 7,500
ABSS—2000 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABSS—2005 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABSS—2010 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABSS—2015 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABSS—2020 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABSS—2025 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABSS—2030 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABSS—2035 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABSS—2040 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABSS—2045 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABSS—2050 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABSS—2055 Retirement Strategy	2008	\$ 16,663	\$ 0	\$16,663
	2009	\$ 6,700	\$ 0	\$ 6,700
ABT—AllianceBernstein Value Fund	2008	\$ 164,939	\$148,303	\$16,636
	2009	\$ 251,630	\$243,846	\$ 7,784
ABT—AllianceBernstein Small/Mid Cap Value Fund	2008	\$ 164,953	\$148,303	\$16,650
	2009	\$ 251,630	\$243,846	\$ 7,784
ABT—AllianceBernstein International Value Fund	2008	\$ 169,046	\$148,562	\$20,484
	2009	\$ 252,230	\$243,846	\$ 8,384
ABT—AllianceBernstein Global Value Fund	2008	\$ 167,840	\$148,303	\$19,537
	2009	\$ 252,230	\$243,846	\$ 8,384
ACF—Small Cap Growth Portfolio	2009	\$ 253,804	\$245,496	\$ 8,308
	2010	\$ 143,320	\$127,715	\$15,605
ACF—U.S. Strategic Research Portfolio	2009	\$ 0	\$ 0	\$ 0
	2010	\$ 127,715	\$127,715	\$ 0

Name of Fund		Fees for Non-Audit Services Provided to the Fund, the Adviser and Service Affiliates Subject to Pre-Approval by Audit Committee	Portion Comprised of Audit Related Fees	Portion Comprised of Tax Fees
ACOF	2008	\$165,098	\$148,523	\$16,575
	2009	\$251,680	\$243,846	\$7,834
ACS	2009	\$11,350	\$0	\$11,350
	2010	\$17,130	\$0	\$17,130
ADYF	2008	\$169,767	\$148,661	\$21,106
	2009	\$256,396	\$245,496	\$10,900
AEIF	2008	\$8,038	\$0	\$8,038
	2009	\$15,525	\$0	\$15,525
AEXR	2008	\$6,576	\$0	\$6,576
	2009	\$3,000	\$0	\$3,000
AFIS—Government STIF Portfolio	2009	\$20,916	\$1,816	\$19,100
	2010	\$12,408	\$0	\$12,408
AHIF	2008	\$215,237	\$151,830	\$63,407
	2009	\$259,914	\$249,514	\$10,400
AGBF	2008	\$168,237	\$146,330	\$21,907
	2009	\$255,896	\$245,496	\$10,400
AGCF	2009	\$255,580	\$245,496	\$10,084
	2010	\$140,592	\$127,715	\$12,877
AGGF	2009	\$13,600	\$0	\$13,600
	2010	\$129,123	\$127,715	\$1,408
AGREIF	2008	\$177,395	\$149,020	\$28,375
	2009	\$257,730	\$243,846	\$13,884
AGTGF	2009	\$259,830	\$247,146	\$12,684
	2010	\$146,200	\$129,715	\$16,485
AGIF	2008	\$12,517	\$0	\$12,517
	2009	\$16,025	\$0	\$16,025
AIGF	2009	\$13,200	\$0	\$13,200
	2010	\$130,296	\$127,715	\$2,581
ALCGF	2009	\$16,925	\$0	\$16,925
	2010	\$130,296	\$127,715	\$2,581
AMIF—California Portfolio	2008	\$160,184	\$146,559	\$13,625
	2009	\$254,985	\$248,545	\$6,440
AMIF—High Income Municipal Portfolio	2008	\$0	\$0	\$0
	2009	\$0	\$0	\$0
AMIF—National Portfolio	2008	\$160,184	\$146,559	\$13,625
	2009	\$254,025	\$248,235	\$5,790
AMIF—New York Portfolio	2008	\$160,184	\$146,559	\$13,625
	2009	\$252,058	\$246,268	\$5,790
AMIF II—Arizona Portfolio	2008	\$161,026	\$146,267	\$14,758
	2009	\$252,479	\$245,496	\$6,983
AMIF II—Massachusetts Portfolio	2008	\$161,025	\$146,267	\$14,758
	2009	\$252,479	\$245,496	\$6,983

Name of Fund		Fees for Non-Audit Services Provided to the Fund, the Adviser and Service Affiliates Subject to Pre-Approval by Audit Committee	Portion Comprised of Audit Related Fees	Portion Comprised of Tax Fees
AMIF II—Michigan Portfolio	2008	\$161,025	\$146,267	\$14,758
	2009	\$252,479	\$245,496	\$ 6,983
AMIF II—Minnesota Portfolio	2008	\$161,025	\$146,267	\$14,758
	2009	\$252,479	\$245,496	\$ 6,983
AMIF II—New Jersey Portfolio	2008	\$161,025	\$146,267	\$14,758
	2009	\$252,479	\$245,496	\$ 6,983
AMIF II—Ohio Portfolio	2008	\$161,025	\$146,267	\$14,758
	2009	\$252,479	\$245,496	\$ 6,983
AMIF II—Pennsylvania Portfolio	2008	\$161,025	\$146,267	\$14,758
	2009	\$252,479	\$245,496	\$ 6,983
AMIF II—Virginia Portfolio	2008	\$161,025	\$146,267	\$14,758
	2009	\$252,479	\$245,496	\$ 6,983
ASMCGF	2009	\$ 0	\$ 0	\$ 0
	2010	\$128,888	\$127,715	\$ 1,173
TAP—AllianceBernstein Growth Fund	2009	\$ 5,000	\$ 0	\$ 5,000
	2010	\$131,469	\$127,715	\$ 3,754
TAP—Conservative Wealth Strategy	2008	\$ 16,863	\$ 0	\$16,863
	2009	\$ 7,500	\$ 0	\$ 7,500
TAP—Tax-Managed Conservative Wealth Strategy	2008	\$ 18,825	\$ 0	\$18,825
	2009	\$ 8,600	\$ 0	\$ 8,600
TAP—Balanced Wealth Strategy	2008	\$ 16,863	\$ 0	\$16,863
	2009	\$ 7,500	\$ 0	\$ 7,500
TAP—Tax-Managed Balanced Wealth Strategy	2008	\$ 21,325	\$ 0	\$21,325
	2009	\$ 8,600	\$ 0	\$ 8,600
TAP—Wealth Appreciation Strategy	2008	\$ 18,363	\$ 0	\$18,363
	2009	\$ 7,500	\$ 0	\$ 7,500
TAP—Tax-Managed Wealth Appreciation Strategy	2008	\$ 20,275	\$ 0	\$20,275
	2009	\$ 7,500	\$ 0	\$ 7,500

Part IV—Proxy Voting and Stockholder Meetings

All properly executed and timely received proxies will be voted at the Meeting in accordance with the instructions marked thereon or otherwise provided therein. Accordingly, unless instructions to the contrary are marked on the proxies, the votes will be cast: (i) for the election of each of the nominees as a Director for a Fund (Proposal One), (ii) for the amendment of the Investment Advisory Agreements for certain of the Funds (Proposals Two A. and B.), (iii) for the amendment of the Declarations of Trust for certain of the Funds that are organized as Massachusetts Business Trusts (Proposal Three), (iv) for the amendment and restatement of the Charters for certain of the Funds that are organized as Maryland corporations (Proposal Four), (v) for the amendment of certain of the Funds' fundamental policies regarding commodities (Proposal Five) and (vi) for the reclassification of certain of the Funds'

fundamental investment objectives as non-fundamental (Proposal Six). If no specification is made on a properly executed proxy, it will be voted for the matters specified on the Proxy Card.

Those stockholders who hold shares directly and not through a broker or nominee (that is, a stockholder of record) may authorize their proxies to cast their votes by completing a Proxy Card and returning it by mail in the enclosed postage-paid envelope as well as by telephoning toll free (866) 451-3783. Owners of shares held through a broker or nominee (who is a stockholder of record for those shares) should follow directions provided to the stockholder by the broker or nominee to submit voting instructions. Instructions to be followed by a stockholder of record to submit a proxy via telephone or through the Internet, including use of the Control Number on the stockholder's Proxy Card, are designed to verify stockholder identities, to allow stockholders to give voting instructions and to confirm that stockholder instructions have been recorded properly. Stockholders who authorize proxies by telephone or through the Internet should not also return a Proxy Card. A stockholder of record may revoke the stockholder's proxy at any time prior to exercise thereof by giving written notice to the Secretary of the Funds at 1345 Avenue of the Americas, New York, New York 10105, by authorizing a later-dated proxy (either by signing and mailing another Proxy Card or by telephone or through the Internet, as indicated above), or by personally attending and voting at the Meeting.

Properly executed proxies may be returned with instructions to abstain from voting or to withhold authority to vote (an "abstention") or represent a broker "non-vote" (which is a proxy from a broker or nominee indicating that the broker or nominee has not received instructions from the beneficial owner or other person entitled to vote shares on a particular matter with respect to which the broker or nominee does not have discretionary power to vote).

For all Funds, the approval of Proposal One requires the affirmative vote of a plurality of the votes cast. The approvals of Proposals Two A. and B. require a 1940 Act Majority Vote for each of ACF-SCG, AGTGF, and the TAP Portfolios. The approval of Proposal Three requires the affirmative vote of a majority of the shares entitled to vote for each of AEXR, AMIF II, and ABT. The approval of Proposal Four requires an affirmative vote of a majority of the votes entitled to be cast for each of ABS, ABSS, ACF, ACOF, AEIF, AGCF, AGIF, AGTGF, AGREIF, AHIF, AIGF, and ALCGF. The approval of Proposal Five requires a 1940 Act Majority Vote for each of the Funds. The approval of Proposal Six requires a 1940 Act Majority Vote for each of ABSS—USLC and AGCF. Abstentions and broker non-votes, if any, not being votes cast, will have no effect on the outcome of Proposal One. With respect to Proposal Two, Proposal Three, Proposal Four, Proposal Five and Proposal Six, an abstention or broker non-vote, if any, will be considered present for purposes of determining the existence of a quorum but will have the effect of a vote against those proposals. If any matter other than the proposals properly comes before the Meeting, the shares represented by proxies will be voted on all such other proposals in the discretion of the person or persons voting the proxies. The Funds have not received notice of, and are not otherwise aware of, any other matter to be presented at the Meeting.

For most Funds, a quorum for the Meetings will consist of the presence in person or by proxy of the holders of one-third of a Fund's shares entitled to vote at the Meetings. With respect to AEXR and AMIF II, a quorum for the Meetings will consist of the presence in person or by proxy of the holders of a majority of a Fund's shares issued and outstanding and entitled to vote at the Meetings. With respect to ABT, a quorum for the Meetings will consist of the presence in person or by proxy of the holders of 40% of the Fund's shares entitled to vote at the Meetings. With respect to ACS and TAP, a quorum for the Meetings will consist of the presence in person or by proxy of the holders of 30% of a Fund's shares entitled to vote at the Meetings. In the event a quorum is not present at the Meeting, or, even if a quorum is so present, if sufficient votes in favor of the position recommended by the Board on any Proposal described in the Proxy Statement are not timely received, the Chairman of a Board may authorize, or the persons named as proxies may propose and vote for, one or more adjournments of the Meeting up to 120 days after the record date to permit further solicitation of proxies. The Meeting may be adjourned with respect to fewer than all the Proposals in the Proxy Statement and a stockholder vote may be taken on any one or more of the Proposals prior to any adjournment if sufficient votes have been received for approval thereof. Shares represented by proxies indicating a vote contrary to the position recommended by a majority of the Board on a Proposal will be voted against adjournment as to that Proposal.

The Meeting is scheduled as a joint meeting of the stockholders of the Funds because the stockholders of all the Funds are to consider and vote on the election of Directors. Stockholders of each Fund will vote separately on the election of Directors for their Fund and on any other matter that may properly come before the meeting for that Fund. An unfavorable vote by the stockholders of one Fund will not affect the vote on the election of Directors or any other matter by the stockholders of another Fund.

The Adviser has engaged Broadridge Financial Solutions, Inc. ("Broadridge"), 60 Research Road, Hingham, MA 02043, to assist in soliciting proxies for the Meeting, including contacting stockholders by telephone or other electronic means to solicit stockholders on behalf of the Funds. Broadridge will receive a total fee of \$1 million for its services, which will be borne by the Funds. Other costs of the proxy solicitation will also be borne by the Funds.

Part V—Other Information

OFFICERS OF THE FUNDS

Certain information concerning the Funds' officers is set forth below. The Funds' officers are elected annually by the respective Board of Directors until his or her successor is duly elected and qualifies.

Name, Address* and Age	Position(s) (Month and Year Year First Elected)	Principal Occupation During the Past 5 Years
Robert M. Keith 50	President and Chief Executive Officer, All Funds (09/08)	See biography above.

Name, Address* and Age	Position(s) (Month and Year Year First Elected)	Principal Occupation During the Past 5 Years
Philip L. Kirstein 65	Senior Vice President and Independent Compliance Officer, All Funds (10/04)	Senior Vice President and Independent Compliance Officer of the AllianceBernstein Mutual Funds, with which he has been associated since October 2004. Prior thereto, he was Of Counsel to Kirkpatrick & Lockhart, LLP from October 2003 to October 2004, and General Counsel of Merrill Lynch Investment Managers, L.P. since prior to March 2003.
Emilie Wrapp 54	Secretary, All Funds (10/05)	Senior Vice President, Assistant General Counsel and Assistant Secretary of ABI**, with which she has been associated since prior to 2005.
Joseph J. Mantineo 51	Treasurer and Chief Financial Officer, All Funds (8/06)	Senior Vice President of AllianceBernstein Investor Services, Inc. ("ABIS")**, with which he has been associated since prior to 2005.
Phyllis J. Clarke 49	Controller, AFIS, AMIF, AMIF II, TAP, (5/09) ABF, ABS, ABSS, ABT, ACF, ACOF, ACS, AGREIF, AGTGF, AIGF, ALCGF, (11/08)	Vice President of ABIS**, with which she has been associated since prior to 2005.
Stephen Woetzel 38	Controller, ADYF, AEXR, AGBF, AGGF, AGCF, AGIF, AHIF, ASMCGF, AEIF, (5/09)	Vice President of ABIS**, with which he has been associated since prior to 2005.

* The address for the Funds' officers is 1345 Avenue of the Americas, New York, New York 10105.

** An affiliate of each of the Funds.

INFORMATION AS TO THE INVESTMENT ADVISER, ADMINISTRATOR, AND DISTRIBUTOR OF THE FUNDS

Each Fund's investment adviser and administrator is AllianceBernstein L.P., 1345 Avenue of the Americas, New York, New York 10105. Each Fund's distributor is AllianceBernstein Investments, Inc., 1345 Avenue of the Americas, New York, New York 10105.

OTHER MATTERS

Management of each Fund does not know of any matters properly to be presented at the Meeting other than those mentioned in this Proxy Statement. If any other matters properly come before the Meeting, the shares represented by proxies will be voted with respect thereto in the discretion of the person or persons voting the proxies.

STOCK OWNERSHIP

Information regarding person(s) who owned of record or were known by a Fund to beneficially own 5% or more of a Fund's share (or class of shares, if applicable) on August 1, 2010 is provided in Appendix D.

SUBMISSION OF PROPOSALS FOR NEXT MEETING OF STOCKHOLDERS

The Funds do not hold stockholder meetings annually. Any stockholder who wishes to submit a proposal to be included in the Fund's proxy statement and form of proxy card for a Fund's next meeting of stockholders should send the proposal to the Fund so as to be received within a reasonable time before a Fund begins to print and mail its proxy materials relating to such meeting.

A stockholder who wishes (a) to submit a proposal at a stockholders meeting but does not want the proposal to appear in the Fund's proxy statement or proxy card, or (b) to submit a nomination for director at an annual meeting of stockholders, should consult the Fund's Bylaws for timing and informational requirements. The Bylaws of each Fund currently provide that, in any year in which an annual meeting of stockholders is to be held, to be timely, a stockholder's notice of nomination or proposal shall set forth all information required under the Bylaws and shall be delivered to the Secretary of the Fund at the principal executive office of the Fund not earlier than the 150th day prior to the anniversary of the date of mailing of the notice for the preceding annual meeting nor later than 5:00 p.m., Eastern Time, on the 120th day prior to the anniversary of the date of mailing of the notice for the preceding annual meeting. In the event that the date of the annual meeting is advanced or delayed by more than 30 days from the anniversary of the date of the preceding annual meeting, notice by the stockholder to be timely must be delivered not earlier than the 150th day prior to the date of such annual meeting and not later than 5:00 p.m., Eastern Time, on the later of the 120th day prior to the date of such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made.

REPORTS TO STOCKHOLDERS

Each Fund will furnish each person to whom this Proxy Statement is delivered with a copy of its latest annual report to stockholders and its subsequent semi-annual report to stockholders, if any, upon request and without charge. To request a copy, please call AllianceBernstein Investments, Inc. at (800) 227-4618 or contact Kristine Antoja at AllianceBernstein L.P., 1345 Avenue of the Americas, New York, New York 10105.

By Order of the Boards of Directors,

Emilie D. Wrapp
Secretary

September 21, 2010
New York, New York

Appendix A

OUTSTANDING VOTING SHARES

A list of the outstanding voting shares for each of the Funds as of the record date is presented below. Each share is entitled to cast one vote at the Meeting.

Maryland Corporations

Fund Name	Class	Number of Outstanding Shares
AllianceBernstein Balanced Shares, Inc.	A	29,303,776
	B	6,418,776
	C	5,781,519
	Advisor	2,412,588
	R	441,592
	K	207,950
	I	142,989
AllianceBernstein Blended Style Series, Inc.—U.S. Large Cap Growth	A	2,169,305
	B	1,228,627
	C	1,090,016
	Advisor	319,630
	R	9,669
	K	191,955
	I	187,847
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2000 Retirement Strategy	A	649,747
	B	17,273
	C	84,134
	Advisor	73,997
	R	266,133
	K	1,858,106
	I	156,495
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2005 Retirement Strategy	A	2,349,861
	B	44,083
	C	37,519
	Advisor	74,057
	R	334,442
	K	1,161,988
	I	42,956
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2010 Retirement Strategy	A	6,094,299
	B	75,486
	C	222,581
	Advisor	1,468,842
	R	1,683,558
	K	7,170,580
	I	764,271
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2015 Retirement Strategy	A	10,034,120
	B	238,853
	C	368,167
	Advisor	1,504,252
	R	4,234,017
	K	12,112,967
	I	3,496,516

Fund Name	Class	Number of Outstanding Shares
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2020 Retirement Strategies	A	12,434,969
	B	240,304
	C	597,897
	Advisor	1,611,347
	R	5,316,153
	K	19,863,467
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2025 Retirement Strategies	I	2,474,166
	A	12,438,654
	B	142,574
	C	393,059
	Advisor	1,350,599
	R	5,035,582
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2030 Retirement Strategies	K	13,863,266
	I	2,024,197
	A	10,329,094
	B	135,295
	C	517,457
	Advisor	1,197,199
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2035 Retirement Strategies	R	4,399,046
	K	13,380,526
	I	1,645,151
	A	7,366,518
	B	98,269
	C	320,105
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2040 Retirement Strategies	Advisor	926,334
	R	2,968,061
	K	8,628,893
	I	1,150,327
	A	6,162,753
	B	97,412
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2045 Retirement Strategies	C	321,881
	Advisor	906,377
	R	2,773,098
	K	7,010,348
	I	1,093,602
	A	4,597,848
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2050 Retirement Strategies	B	35,654
	C	185,540
	Advisor	772,560
	R	2,038,354
	K	4,061,963
	I	573,169
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2050 Retirement Strategies	A	625,076
	B	4,407
	C	27,761
	Advisor	312,323
	R	346,476
	K	1,071,170
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2050 Retirement Strategies	I	103,310

Fund Name	Class	Number of Outstanding Shares
AllianceBernstein Blended Style Series, Inc.—AllianceBernstein 2055 Retirement Strategies	A	124,375
	B	2,792
	C	6,542
	Advisor	77,206
	R	74,668
	K	280,054
	I	9,347
AllianceBernstein Bond Fund, Inc.—AllianceBernstein Intermediate Bond Portfolio	A	38,404,221
	B	1,567,973
	C	6,089,555
	Advisor	7,895,928
	R	57,661
	K	395,724
	I	103,319
AllianceBernstein Bond Fund, Inc.—AllianceBernstein Bond Inflation Strategy	A	161,720
	C	202,464
	Advisor	89,351
	R	1,000
	K	74,408
	I	1,000
	Class 2	993,000
AllianceBernstein Bond Fund, Inc.—AllianceBernstein Multi-Asset Inflation Strategy	A	37,033
	C	18,570
	Advisor	40,074
	R	1,000
	K	1,000
	I	1,000
	Class 2	993,000
AllianceBernstein Bond Fund, Inc.—AllianceBernstein Municipal Bond Inflation Strategy	A	2,322,844
	C	1,043,271
	Advisor	551,068
	Class 2	996,000
AllianceBernstein Cap Fund, Inc.—AllianceBernstein Small-Cap Growth Portfolio	A	5,918,673
	B	450,084
	C	653,803
	Advisor	678,813
	R	277,169
	K	245,735
	I	7,128,420
AllianceBernstein Cap Fund, Inc.—AllianceBernstein U.S. Strategic Research Portfolio	A	66,281
	C	10,393
	Advisor	96,570
	R	1,000
	K	1,000
	I	1,000

Fund Name	Class	Number of Outstanding Shares
AllianceBernstein Cap Fund, Inc.—AllianceBernstein Market Neutral Strategy—U.S.	A	1,495
	C	2,209
	Advisor	1,000
	R	1,001
	K	1,001
AllianceBernstein Cap Fund, Inc.—AllianceBernstein Market Neutral Strategy—Global	I	195,001
	A	6,005
	C	1,000
	Advisor	1,000
	R	1,001
AllianceBernstein Core Opportunities Fund, Inc.	K	1,001
	I	195,001
	A	6,361,276
	B	1,758,601
	C	1,842,347
AllianceBernstein Diversified Yield Fund, Inc.	R	17,723
	K	36,088
	I	658
	A	5,156,830
	B	479,052
AllianceBernstein Equity Income Fund, Inc.	C	1,584,206
	Advisor	1,414,197
	R	57,091
	K	3,360
	I	1,130
AllianceBernstein Fixed-Income Shares, Inc.—Government STIF Portfolio	A	5,419,328
	B	791,182
	C	1,427,891
	Advisor	361,879
	R	130,754
AllianceBernstein Global Bond Fund, Inc.	K	182,614
	I	34,118
	A	205,214,920
	B	9,732,773
	C	79,532,948
AllianceBernstein Global Growth Fund, Inc.	Advisor	51,531,298
	R	1,340,857
	K	146,669
	I	1,163,730
	A	358,729
AllianceBernstein Global Growth Fund, Inc.	B	89,755
	C	150,031
	Advisor	4,064,350
	R	2,880
	K	41,548
AllianceBernstein Global Growth Fund, Inc.	I	688

Fund Name	Class	Number of Outstanding Shares
AllianceBernstein Global Real Estate Investment Fund, Inc.	A	6,860,758
	B	637,199
	C	1,843,085
	Advisor	620,208
	R	521,196
	K	685,760
	I	231,990
AllianceBernstein Global Thematic Growth Fund, Inc.	A	12,995,424
	B	1,270,263
	C	2,153,764
	Advisor	982,955
	R	92,141
	K	73,266
	I	77,961
AllianceBernstein Greater China '97 Fund, Inc.	A	2,492,417
	B	766,384
	C	1,037,639
	Advisor	301,431
AllianceBernstein Growth and Income Fund, Inc.	A	380,651,389
	B	32,243,030
	C	61,745,198
	Advisor	26,285,331
	R	900,515
	K	1,337,339
	I	468,081
AllianceBernstein High Income Fund, Inc.	A	129,279,779
	B	4,545,190
	C	50,511,986
	Advisor	34,043,978
	R	1,269,267
	K	175,704
	I	1,573,674
AllianceBernstein International Growth Fund, Inc.	A	72,130,334
	B	3,662,246
	C	15,595,671
	Advisor	23,257,794
	R	3,421,852
	K	988,116
	I	2,467,251
AllianceBernstein Large Cap Growth Fund, Inc.	A	48,817,294
	B	5,302,969
	C	10,655,291
	Advisor	13,899,878
	R	211,233
	K	1,887,333
	I	1,511,621
AllianceBernstein Municipal Income Fund—California Portfolio	A	55,588,171
	B	523,952
	C	10,898,488
	Advisor	1,114,136

Fund Name	Class	Number of Outstanding Shares
AllianceBernstein Municipal Income Fund—AllianceBernstein High Income Municipal Portfolio	A	18,231,753
	C	5,411,345
	Advisor	8,128,876
AllianceBernstein Municipal Income Fund—National Portfolio	A	70,176,742
	B	1,366,281
	C	14,891,611
	Advisor	6,760,477
AllianceBernstein Municipal Income Fund—New York Portfolio	A	51,512,814
	B	2,632,782
	C	8,607,689
	Advisor	1,197,217
AllianceBernstein Small/Mid Cap Growth Fund, Inc.	A	74,186,964
	B	2,534,917
	C	2,821,117
	Advisor	6,935,852
	R	514,202
	K	714,072
	I	1,114,196
AllianceBernstein Trust—AllianceBernstein Value Fund	A	9,398,265
	B	1,377,748
	C	2,865,647
	Advisor	38,124,048
	R	406,254
	K	630,761
	I	2,388,661
AllianceBernstein Trust—AllianceBernstein Small/Mid Cap Value Fund	A	33,845,610
	B	3,328,444
	C	9,187,706
	Advisor	14,912,348
	R	5,274,389
	K	2,383,271
	I	11,283,318
AllianceBernstein Trust—AllianceBernstein International Value Fund	A	89,561,638
	B	4,836,556
	C	20,337,785
	Advisor	77,359,186
	R	6,207,687
	K	11,285,679
AllianceBernstein Trust—AllianceBernstein Global Value Fund	I	30,040,881
	A	3,574,124
	B	450,838
	C	759,818
	Advisor	7,236,818
	R	234,072
	K	171,370
I	2,541,067	

Massachusetts Business Trusts

Fund Name	Class	Number of Outstanding Shares
AllianceBernstein Corporate Shares—AllianceBernstein Corporate Income Shares	N/A	3,059,788
AllianceBernstein Corporate Shares—AllianceBernstein Municipal Income Shares	N/A	1,000,000
AllianceBernstein Corporate Shares—AllianceBernstein Taxable Multi-Sector Income Shares	N/A	None
AllianceBernstein Exchange Reserves	A	229,479,950
	B	37,258,044
	C	28,125,925
	Advisor	148,257,362
	R	7,640,783
	K	40,912,032
AllianceBernstein Municipal Income Fund II—Arizona Portfolio	I	2,658,547
	A	14,219,783
	B	414,365
AllianceBernstein Municipal Income Fund II—Massachusetts Portfolio	C	3,366,758
	A	16,705,338
	B	446,931
AllianceBernstein Municipal Income Fund II—Michigan Portfolio	C	5,773,834
	A	6,831,581
	B	309,337
AllianceBernstein Municipal Income Fund II—Minnesota Portfolio	C	3,279,762
	A	10,376,289
	B	68,790
AllianceBernstein Municipal Income Fund II—New Jersey Portfolio	C	2,110,730
	A	13,161,568
	B	503,865
AllianceBernstein Municipal Income Fund II—Ohio Portfolio	C	3,886,570
	A	11,859,536
	B	506,450
AllianceBernstein Municipal Income Fund II—Pennsylvania Portfolio	C	4,331,132
	A	9,929,261
	B	453,809
AllianceBernstein Municipal Income Fund II—Virginia Portfolio	Advisor	2,712,612
	A	18,443,973
	B	442,440
The AllianceBernstein Portfolios—AllianceBernstein Growth Fund	C	5,394,656
	A	15,371,602
	B	1,893,501
The AllianceBernstein Portfolios—AllianceBernstein Growth Fund	C	2,924,664
	Advisor	288,278
	R	36,253
	K	44,006
	I	305

Fund Name	Class	Number of Outstanding Shares
The AllianceBernstein Portfolios—AllianceBernstein Conservative Wealth Strategy	A	32,214,062
	B	11,297,547
	C	16,118,949
	Advisor	2,214,010
	R	1,382,014
	K	524,822
	I	294,200
The AllianceBernstein Portfolios—AllianceBernstein Tax-Managed Conservative Wealth Strategy	A	6,185,467
	B	1,087,416
	C	2,482,340
	Advisor	457,735
The AllianceBernstein Portfolios—AllianceBernstein Balanced Wealth Strategy	A	95,906,810
	B	33,501,876
	C	40,458,041
	Advisor	7,934,613
	R	2,369,525
	K	2,349,538
	I	1,986,977
The AllianceBernstein Portfolios—AllianceBernstein Tax-Managed Balanced Wealth Strategy	A	12,393,676
	B	2,190,101
	C	4,538,714
	Advisor	1,147,621
The AllianceBernstein Portfolios—AllianceBernstein Wealth Appreciation Strategy	A	51,675,579
	B	15,291,969
	C	20,061,211
	Advisor	59,578,290
	R	1,795,229
	K	2,022,822
AllianceBernstein Tax-Managed Wealth Appreciation Strategy	I	1,150,202
	A	5,076,624
	B	919,999
	C	2,767,790
	Advisor	43,838,775

Appendix B

ADDITIONAL INFORMATION REGARDING DIRECTORS

Ownership in the Funds

It is the policy of the Boards of Directors of the Funds that each Independent Director will invest a minimum of \$250,000 in shares of investment companies in the AllianceBernstein Fund Complex within 12 months of becoming an Independent Director.

The dollar range of the Funds' securities owned by each Director and nominee and the aggregate dollar range of securities owned in the AllianceBernstein Fund Complex are set forth below.

	Dollar Range of Equity Securities in a Fund as of September 2, 2010		Aggregate Dollar Range of Equity Securities in the Funds in the AllianceBernstein Fund Complex as of September 2, 2010
John H. Dobkin	ABS	None	Over \$100,000
	ABSS	None	
	ABF	None	
	ACF	\$10,001-\$50,000	
	ACOF	None	
	ACS	None	
	ADYF	None	
	AEIF	None	
	AEXR	None	
	AFIS	None	
	AGBF	\$10,001-\$50,000	
	AGGF	None	
	AGREIF	None	
	AGTGF	\$50,001-\$100,000	
	AGIF	\$50,001-\$100,000	
	AHIF	None	
	AIGF	\$50,001-\$100,000	
	ALCGF	Over \$100,000	
	AMIF	None	
	AMIF II	None	
ASMCGF	\$10,001-\$50,000		
ABT	\$50,001-\$100,000		
TAP	Over \$100,000		
Michael J. Downey	ABS	None	Over \$100,000
	ABSS	\$10,001-\$50,000	
	ABF	None	
	ACF	None	

**Aggregate Dollar Range
of Equity Securities in
the Funds in the
AllianceBernstein Fund
Complex as of
September 2, 2010**

**Dollar Range of Equity
Securities in a Fund
as of September 2, 2010**

	ACOF	\$ 10,001-\$50,000	
	ACS	None	
	ADYF	None	
	AEIF	None	
	AEXR	None	
	AFIS	None	
	AGBF	None	
	AGGF	None	
	AGREIF	None	
	AGTGF	\$50,001-\$100,000	
	AGIF	None	
	AHIF	\$ 10,001-\$50,000	
	AIGF	None	
	ALCGF	None	
	AMIF	None	
	AMIF II	None	
	ASMCGF	\$ 10,001-\$50,000	
	ABT	\$ 10,001-\$50,000	
	TAP	None	
William H. Foulk, Jr.	ABS	None	Over \$ 100,000
	ABSS	None	
	ABF	None	
	ACF	\$ 10,001-\$50,000	
	ACOF	None	
	ACS	None	
	ADYF	None	
	AEIF	None	
	AEXR	\$ 10,001-\$50,000	
	AFIS	None	
	AGBF	None	
	AGGF	None	
	AGREIF	None	
	AGTGF	\$ 10,001-\$50,000	
	AGCF	None	
	AGIF	None	
	AHIF	None	
	AIGF	\$ 10,001-\$50,000	
	ALCGF	\$ 10,001-\$50,000	
	AMIF	None	
	AMIF II	None	

**Aggregate Dollar Range
of Equity Securities in
the Funds in the
AllianceBernstein Fund
Complex as of
September 2, 2010**

**Dollar Range of Equity
Securities in a Fund
as of September 2, 2010**

	ASMCGF	\$ 10,001-\$50,000	
	ABT	\$ 10,001-\$50,000	
	TAP	\$ 10,001-\$50,000	
D. James Guzy	ABS	None	Over \$100,000
	ABSS	None	
	ABF	None	
	ACF	None	
	ACOF	None	
	ACS	None	
	ADYF	None	
	AEIF	None	
	AEXR	None	
	AFIS	None	
	AGBF	None	
	AGREIF	None	
	AGTGF	\$50,001-\$100,000	
	AGGF	None	
	AGIF	None	
	AHIF	None	
	AIGF	None	
	ALCGF	None	
	AMIF	None	
	AMIF II	None	
	ASMCGF	None	
	ABT	None	
	TAP	Over \$100,000	
Nancy P. Jacklin	ABS	None	Over \$100,000
	ABSS	\$50,001-\$100,000	
	ABF	None	
	ACF	None	
	ACOF	None	
	ACS	None	
	ADYF	None	
	AEIF	\$ 10,001-\$50,000	
	AEXR	\$ 10,001-\$50,000	
	AFIS	None	
	AGBF	None	
	AGGF	None	
	AGREIF	None	

**Aggregate Dollar Range
of Equity Securities in
the Funds in the
AllianceBernstein Fund
Complex as of
September 2, 2010**

**Dollar Range of Equity
Securities in a Fund
as of September 2, 2010**

	AGTGF	None	
	AGIF	None	
	AHIF	None	
	AIGF	None	
	ALCGF	\$ 10,001-\$50,000	
	AMIF	\$ 10,001-\$50,000	
	AMIF II	None	
	ASMCGF	None	
	ABT	None	
	TAP	\$50,001-\$100,000	
Robert M. Keith	TAP	Over \$100,000	Over \$100,000
Garry L. Moody	ABS	None	Over \$100,000
	ABSS	None	
	ABF	None	
	ACF	None	
	ACOF	None	
	ADYF	None	
	AEIF	\$ 10,001-\$50,000	
	AEXR	Over \$100,000	
	AGBF	None	
	AGCF	\$ 10,001-\$50,000	
	AGGF	None	
	AGREIF	None	
	AGTGF	\$ 10,001-\$50,000	
	AGIF	None	
	AHIF	None	
	AIGF	None	
	ALCGF	\$ 10,001-\$50,000	
	AMIF	None	
	AMIF II	None	
	ASMCGF	\$ 10,001-\$50,000	
	ABT	None	
	TAP	\$ 10,001-\$50,000	
Marshall C. Turner, Jr.	ABS	None	Over \$100,000
	ABSS	None	
	ABF	None	
	ACF	None	
	ACOF	None	
	ACS	None	

**Aggregate Dollar Range
of Equity Securities in
the Funds in the
AllianceBernstein Fund
Complex as of
September 2, 2010**

**Dollar Range of Equity
Securities in a Fund
as of September 2, 2010**

	ADYF	\$50,001-\$100,000	
	AEIF	\$10,001-\$50,000	
	AEXR	None	
	AFIS	None	
	AGBF	None	
	AGGF	None	
	AGREIF	None	
	AGTGF	Over \$100,000	
	AGIF	None	
	AHIF	None	
	AIGF	None	
	ALCGF	None	
	AMIF	\$10,001-\$50,000	
	AMIF II	None	
	ASMCGF	\$50,001-\$100,000	
	ABT	Over \$100,000	
	TAP	\$50,001-\$100,000	
Earl D. Weiner	ABS	None	Over \$100,000
	ABSS	Over \$100,000	
	ABF	None	
	ACF	None	
	ACOF	None	
	ACS	None	
	ADYF	None	
	AEIF	None	
	AEXR	None	
	AFIS	None	
	AGBF	None	
	AGGF	None	
	AGREIF	None	
	AGTGF	None	
	AGIF	None	
	AHIF	None	
	AIGF	\$10,001-\$50,000	
	ALCGF	\$1-\$10,000	
	AMIF	None	
	AMIF II	None	
	ASMCGF	\$1-\$10,000	
	ABT	\$10,001-\$50,000	
	TAP	None	

Compensation From the Funds

None of the Funds pays any fees to, or reimburses expenses of, any Director during a time when the Director is considered an “interested person” of the Fund. The aggregate compensation paid by a Fund to the Directors during the Fund’s respective fiscal year ended in either 2009 or 2010, the aggregate compensation paid to the Directors during calendar year 2009 by all of the investment companies in the AllianceBernstein Fund Complex, and the total number of investment companies in the AllianceBernstein Fund Complex as to which the Directors are a director or trustee and the number of investment portfolios as to which the Directors are directors or trustees, are set forth below. Neither the Funds nor any other investment company in the AllianceBernstein Fund Complex provides compensation in the form of pension or retirement benefits to any of its Directors or pays compensation to officers of the Fund.

Name of Director	Compensation from a Fund during its Fiscal Year ended in 2009 or 2010	Compensation from the AllianceBernstein Fund Complex, including the Funds, during 2009	Number of Investment Companies in the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee	Number of Investment Portfolios within the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee
John H. Dobkin	\$ 5,538 ABS	\$242,200	32	93
	\$ 5,520 ABSS			
	\$ 5,594 ABF			
	\$ 5,460 ACF			
	\$ 5,538 ACOF			
	\$ 4,922 ACS			
	\$ 5,508 ADYF			
	\$ 5,538 AEIF			
	\$ 5,596 AEXR			
	\$ 5,585 AFIS			
	\$ 5,482 AGBF			
	\$ 5,460 AGGF			
	\$ 5,538 AGREIF			
	\$ 5,460 AGTGF			
	\$ 5,508 AGIF			
	\$ 5,594 AHIF			
	\$ 5,460 AIGF			
	\$ 5,460 ALCGF			
	\$ 5,962 AMIF			
	\$ 4,934 AMIF II			
	\$5,460 ASMCGF			
	\$ 5,538 ABT			
	\$ 5,460 TAP			

Name of Director	Compensation from a Fund during its Fiscal Year ended in 2009 or 2010	Compensation from the AllianceBernstein Fund Complex, including the Funds, during 2009	Number of Investment Companies in the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee	Number of Investment Portfolios within the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee
Michael J. Downey	\$ 5,538 ABS	\$241,000	32	93
	\$ 5,520 ABSS			
	\$ 5,594 ABF			
	\$ 5,460 ACF			
	\$ 5,538 ACOF			
	\$ 4,922 ACS			
	\$ 5,508 ADYF			
	\$ 5,538 AEIF			
	\$ 5,596 AEXR			
	\$ 5,585 AFIS			
	\$ 5,482 AGBF			
	\$ 5,460 AGGF			
	\$ 5,538 AGREIF			
	\$ 5,460 AGTGF			
	\$ 5,508 AGIF			
	\$ 5,594 AHIF			
	\$ 5,460 AIGF			
	\$ 5,460 ALCGF			
	\$ 5,962 AMIF			
	\$ 4,934 AMIF II			
	\$5,460 ASMCGF			
	\$ 5,538 ABT			
	\$ 5,460 TAP			
William H. Foulk, Jr.	\$ 10,439 ABS	\$484,400	34	95
	\$ 10,395 ABSS			
	\$ 10,467 ABF			
	\$ 10,282 ACF			
	\$ 10,439 ACOF			
	\$ 12,350 ACS			
	\$ 10,381 ADYF			
	\$ 10,439 AEIF			
	\$ 10,492 AEXR			
	\$ 10,513 AFIS			
	\$ 10,358 AGBF			
	\$ 10,282 AGGF			

Name of Director	Compensation from a Fund during its Fiscal Year ended in 2009 or 2010	Compensation from the AllianceBernstein Fund Complex, including the Funds, during 2009	Number of Investment Companies in the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee	Number of Investment Portfolios within the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee
	\$ 10,439 AGREIF			
	\$ 10,282 AGTGF			
	\$ 10,282 AGCF			
	\$ 10,381 AGIF			
	\$ 10,467 AHIF			
	\$ 10,282 AIGF			
	\$ 10,282 ALCGF			
	\$ 10,841 AMIF			
	\$ 9,408 AMIF II			
	\$10,282 ASMCGF			
	\$ 10,439 ABT			
	\$ 10,282 TAP			
D. James Guzy	\$ 5,538 ABS	\$241,000	32	93
	\$ 5,520 ABSS			
	\$ 5,594 ABF			
	\$ 5,460 ACF			
	\$ 5,538 ACOF			
	\$ 4,992 ACS			
	\$ 5,508 ADYF			
	\$ 5,538 AEIF			
	\$ 5,596 AEXR			
	\$ 5,585 AFIS			
	\$ 5,482 AGBF			
	\$ 5,460 AGGF			
	\$ 5,538 AGREIF			
	\$ 5,460 AGTGF			
	\$ 5,508 AGIF			
	\$ 5,594 AHIF			
	\$ 5,460 AIGF			
	\$ 5,460 ALCGF			
	\$ 5,962 AMIF			
	\$ 4,934 AMIF II			
	\$ 5,460 ASMCGF			
	\$ 5,538 ABT			
	\$ 5,460 TAP			

Name of Director	Compensation from a Fund during its Fiscal Year ended in 2009 or 2010	Compensation from the AllianceBernstein Fund Complex, including the Funds, during 2009	Number of Investment Companies in the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee	Number of Investment Portfolios within the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee
Nancy P. Jacklin	\$ 5,538 ABS	\$242,200	32	93
	\$ 5,520 ABSS			
	\$ 5,594 ABF			
	\$ 5,460 ACF			
	\$ 5,538 ACOF			
	\$ 4,922 ACS			
	\$ 5,508 ADYF			
	\$ 5,538 AEIF			
	\$ 5,596 AEXR			
	\$ 5,585 AFIS			
	\$ 5,482 AGBF			
	\$ 5,460 AGGF			
	\$ 5,538 AGREIF			
	\$ 5,460 AGTGF			
	\$ 5,508 AGIF			
	\$ 5,594 AHIF			
	\$ 5,460 AIGF			
	\$ 5,460 ALCGF			
	\$ 5,962 AMIF			
	\$ 4,934 AMIF II			
\$5,460 ASMCGF				
\$ 5,538 ABT				
\$ 5,460 TAP				
Garry L. Moody	\$ 6,341 ABS	\$270,200	31	91
	\$ 6,309 ABSS			
	\$ 6,391 ABF			
	\$ 6,247 ACF			
	\$ 6,341 ACOF			
	\$ 6,305 ADYF			
	\$ 6,341 AEIF			
	\$ 6,391 AEXR			
	\$ 6,276 AGBF			
	\$ 6,247 AGCF			
	\$ 6,247 AGGF			
	\$ 6,341 AGREIF			
	\$ 6,247 AGTGF			

Name of Director	Compensation from a Fund during its Fiscal Year ended in 2009 or 2010	Compensation from the AllianceBernstein Fund Complex, including the Funds, during 2009	Number of Investment Companies in the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee	Number of Investment Portfolios within the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee
	\$ 6,305 AGIF			
	\$ 6,391 AHIF			
	\$ 6,247 AIGF			
	\$ 6,247 ALCGF			
	\$ 6,832 AMIF			
	\$ 5,664 AMIF II			
	\$6,247 ASMCGF			
	\$ 6,341 ABT			
	\$ 6,247 TAP			
Marshall C. Turner, Jr.	\$ 5,538 ABS	\$242,200	32	93
	\$ 5,520 ABSS			
	\$ 5,594 ABF			
	\$ 5,460 ACF			
	\$ 5,538 ACOF			
	\$ 4,922 ACS			
	\$ 5,508 ADYF			
	\$ 5,538 AEIF			
	\$ 5,596 AEXR			
	\$ 5,585 AFIS			
	\$ 5,482 AGBF			
	\$ 5,460 AGGF			
	\$ 5,538 AGREIF			
	\$ 5,460 AGTGF			
	\$ 5,508 AGIF			
	\$ 5,594 AHIF			
	\$ 5,460 AIGF			
	\$ 5,460 ALCGF			
	\$ 5,962 AMIF			
	\$ 4,934 AMIF II			
	\$5,460 ASMCGF			
	\$ 5,538 ABT			
	\$ 5,460 TAP			
Earl D. Weiner	\$ 5,960 ABS	\$260,200	32	93
	\$ 5,937 ABSS			
	\$ 6,013 ABF			

Name of Director	Compensation from a Fund during its Fiscal Year ended in 2009 or 2010	Compensation from the AllianceBernstein Fund Complex, including the Funds, during 2009	Number of Investment Companies in the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee	Number of Investment Portfolios within the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee
	\$ 5,874 ACF			
	\$ 5,960 ACOF			
	\$ 5,329 ACS			
	\$ 5,927 ADYF			
	\$ 5,960 AEIF			
	\$ 6,015 AEXR			
	\$ 6,009 AFIS			
	\$ 5,901 AGBF			
	\$ 5,874 AGGF			
	\$ 5,960 AGREIF			
	\$ 5,874 AGTGF			
	\$ 5,927 AGIF			
	\$ 6,013 AHIF			
	\$ 5,874 AIGF			
	\$ 5,874 ALCGF			
	\$ 6,418 AMIF			
	\$ 5,316 AMIF II			
	\$5,874 ASMCGF			
	\$ 5,960 ABT			
	\$ 5,874 TAP			

Appendix C

COPY OF MODEL CHARTER

FORM OF ARTICLES OF AMENDMENT AND RESTATEMENT

[_____]

1. [_____], a Maryland corporation (the “Corporation”), desires to amend and restate its charter as currently in effect and as hereinafter amended.

2. The following provisions are all the provisions of the charter currently in effect and as hereinafter amended:

FIRST: (1) The name of the incorporator is [_____].

(2) The incorporator’s post office address is [_____].

(3) The incorporator is over eighteen years of age.

(4) The incorporator is forming the corporation named in these Articles of Incorporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter called the “Corporation”) is [_____].

THIRD: (1) The purposes for which the Corporation is formed are to conduct, operate and carry on the business of an investment company.

(2) The Corporation may engage in any other business and shall have all powers conferred upon or permitted to corporations by the Maryland General Corporation Law.

FOURTH: The post office address of the principal office of the Corporation within the State of Maryland is 300 East Lombard Street, Baltimore, Maryland 21202 in care of The Corporation Trust, Incorporated. The resident agent of the Corporation in the State of Maryland is The Corporation Trust, Incorporated, 300 East Lombard Street, Baltimore, Maryland 21202, a Maryland corporation.

FIFTH: (1) The Corporation is authorized to issue [_____]([_____] shares, all of which shall be Common Stock, \$[_____] par value per share (the “Common Stock”), and having an aggregate par value of [_____] dollars (\$[_____]), classified and designated as follows:

Name of Series	Class [] Common Stock	Class [] Common Stock	Class [] Common Stock	Class [] Common Stock
[]	[]	[]	[]	[]

[Portfolio] and any other portfolio hereafter established are each referred to herein as a “Series.” The Class [_____] Common Stock of a Series, the Class [_____] Common Stock of a Series, the Class [_____] Common Stock of a Series, the Class [_____] Common Stock of a Series and any Class of a Series hereafter established are each referred herein as a “Class.” If shares of one Series or Class of stock are classified or reclassified into shares of another Series or Class of stock pursuant to this Article FIFTH, paragraph (2), the number of authorized shares of the former Series or Class shall be automatically decreased and the number of shares of the latter Series or Class shall be automatically increased, in each case by the number of shares so classified or reclassified, so that the aggregate number of shares of stock of all Series and Classes that the Corporation has

authority to issue shall not be more than the total number of shares of stock set forth in the first sentence of this Article FIFTH, paragraph (1).

(2) The Board of Directors may classify any unissued shares of Common Stock from time to time in one or more Series or Classes of stock. The Board of Directors may reclassify any previously classified but unissued shares of any Series or Class of stock from time to time in one or more Series or Class of stock. Prior to issuance of classified or reclassified shares of any Series or Class, the Board of Directors by resolution shall: (a) designate that Series or Class to distinguish it from all other Series or Classes of stock of the Corporation; (b) specify the number of shares to be included in the Series or Class; (c) set or change, subject to the express terms of any Series or Class of stock of the Corporation outstanding at the time, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms and conditions of redemption for each Series or Class; and (d) cause the Corporation to file articles supplementary with the State Department of Assessments and Taxation of Maryland ("SDAT"). Any of the terms of any Series or Class of stock set or changed pursuant to clause (c) of this paragraph (2) may be made dependent upon facts or events ascertainable outside the charter of the Corporation (the "Charter"), including determinations by the Board of Directors or other facts or events within the control of the Corporation, and may vary among holders thereof, provided that the manner in which such facts, events or variations shall operate upon the terms of such Series or Class of stock is clearly and expressly set forth in the articles supplementary or other charter document filed with the SDAT.

(3) As more fully set forth hereafter, the assets and liabilities and the income and expenses of each Series or Class of the Corporation's stock shall be determined separately from those of each other Series or Class of the Corporation's stock and, accordingly, the net asset value, the dividends and distributions payable to holders, and the amounts distributable in the event of liquidation or dissolution of the Corporation to holders of shares of the Corporation's stock may vary from Series to Series or Class to Class. In the event that there are any assets, income, earnings, profits or proceeds which are not readily identifiable as belonging to any particular series (collectively, "General Assets"), such General Assets shall be allocated by or under the direction of the Board of Directors to and among one or more Series and Classes in such a manner and on such basis as the Board of Directors in its sole discretion shall determine.

(4) Except as otherwise provided herein, all consideration received by the Corporation for the issuance or sale of shares of a Series or Class of the Corporation's stock, together with all funds derived from any investment and reinvestment thereof and any General Assets allocated to such Series or Class, shall irrevocably belong to that Series or Class for all purposes, subject only to any automatic conversion of one Series or Class of stock into another, as hereinafter provided for, and to the rights of creditors of such Series or Class, and shall be so recorded upon the books of account of the Corporation, and are herein referred to as "assets belonging to" such Series or Class.

(5) The assets belonging to each Series or Class shall be charged with the debts, liabilities, obligations and expenses incurred or contracted for or otherwise existing with respect to such Series or Class and with such Series' or Class' share of the general liabilities of the Corporation, in the latter case in the proportion that the net asset value of such Series or Class bears to the net asset value of all Series and Classes or as otherwise determined by the Board of Directors in accordance with applicable law. The determination of the Board of Directors shall be conclusive as to the allocation of debts, liabilities, obligations and expenses, including accrued expenses and reserves, to a Series or Class. The debts, liabilities, obligations and expenses incurred or contracted for or otherwise existing with respect to a Series or Class are enforceable with respect to that Series or Class only and not against the assets of the Corporation generally or any other Series or Class of stock of the Corporation.

(6) The assets attributable to the Classes of a Series shall be invested in the same investment portfolio of the Corporation, and notwithstanding the foregoing provisions of paragraphs (4) and (5) of this Article FIFTH, the allocation of investment income and realized and unrealized capital gains and losses and expenses and liabilities of the Corporation and of any Series among the Classes of Common Stock of each Series shall be determined by the Board of Directors in a manner that is consistent with the Investment Company Act of 1940, the rules and regulations thereunder, and the interpretations thereof, in each case as from time to time amended, modified or superseded (the "Investment Company Act"). The determination of the Board of Directors shall be conclusive as to the allocation of investment income and realized and unrealized capital gains and losses, expenses and liabilities, including accrued expenses and reserves, and assets to one or more particular Series or Classes.

(7) Shares of each Class of stock shall be entitled to such dividends or distributions, in cash, property or additional shares of stock or the same or another Series or Class, as may be authorized from time to time by the Board of Directors (by resolution adopted from time to time, or pursuant to a standing resolution or resolutions adopted only once or with such frequency as the Board of Directors may determine, after providing that such dividend or distribution shall not violate Section 2-311 of the Maryland General Corporation Law) and declared by the Corporation with respect to such Class. The nature of in-kind property distributions may vary among the holders of a Class or Series, provided that the amount of the distribution per share, as determined by the Board of Directors, shall be equivalent for all holders of such Class or Series. Specifically, and without limiting the generality of the foregoing, the dividends and distributions of investment income and capital gains with respect to the different Series and with respect to the Class may vary with respect to each such Series and Class to reflect differing allocations of the expenses of the Corporation and the Series among the holders of such Classes and any resultant differences between the net asset values per share of such Classes, to such extent and for such purposes as the Board of Directors may deem appropriate. The Board of Directors may determine that dividends may be payable only with respect to those shares of stock that have been held of record continuously by the stockholder for a specified period prior to the record date of the date of the distribution.

(8) Except as provided below, on each matter submitted to a vote of the stockholders, each holder of stock shall be entitled to one vote (1) for each share standing in such stockholder's name on the books of the Corporation or (2) if approved by the Board of Directors and pursuant to the issuance of an exemptive order from the Securities and Exchange Commission, for each dollar of net asset value per share of a Class or Series, as applicable. Subject to any applicable requirements of the Investment Company Act, or other applicable law, all holders of shares of stock shall vote as a single class except with respect to any matter which the Board of Directors shall have determined affects only one or more (but less than all) Series or Classes of stock, in which case only the holders of shares of the Series or Classes affected shall be entitled to vote. Without limiting the generality of the foregoing, and subject to any applicable requirements of the Investment Company Act, or other applicable law, the holders of each of the Classes of each Series shall have, respectively, with respect to any matter submitted to a vote of stockholders (i) exclusive voting rights with respect to any such matter that only affects the Series or Class of Common Stock of which they are holders, including, without limitation, the provisions of any distribution plan adopted by the Corporation pursuant to Rule 12b-1 under the Investment Company Act (a "Plan") with respect to the Class of which they are holders and (ii) no voting rights with respect to the provisions of any Plan that affects one or more of such other Classes of Common Stock, but not the Class of which they are holders, or with respect to any other matter that does not affect the Class of Common Stock of which they are holders.

(9) In the event of the liquidation or dissolution of the Corporation, stockholders of each Class of the Corporation's stock shall be entitled to receive, as a Class, out of the assets of the Corporation available for distribution to stockholders, but other than

General Assets not attributable to any particular Class of stock, the assets attributable to the Class less the liabilities allocated to that Class; and the assets so distributable to the stockholders of any Class of stock shall be distributed among such stockholders in proportion to the number of shares of the Class held by them and recorded on the books of the Corporation. In the event that there are any General Assets not attributable to any particular Class of stock, and such assets are available for distribution, the distribution shall be made to the holders of all Classes of a Series in proportion to the net asset value of the respective Classes or as otherwise determined by the Board of Directors.

(10)(a) Each holder of stock may require the Corporation to redeem all or any shares of the stock owned by that holder, upon request to the Corporation or its designated agent, at the net asset value of the shares of stock next determined following receipt of the request in a form approved by the Corporation and accompanied by surrender of the certificate or certificates for the shares, if any, less the amount of any applicable redemption charge, deferred sales charge, redemption fee or other amount imposed by the Board of Directors (to the extent consistent with applicable law). The Board of Directors may establish procedures for redemption of stock.

(b) The proceeds of the redemption of a share (including a fractional share) of any Class of capital stock of the Corporation shall be reduced by the amount of any contingent deferred sales charge, redemption fee or other amount payable on such redemption pursuant to the terms of issuance of such share.

(c) Subject to the requirements of the Investment Company Act, the Board of Directors may cause the Corporation to redeem at net asset value all or any proportion of the outstanding shares of any Series or Class from a holder (1) upon such conditions with respect to the maintenance of stockholder accounts of a minimum amount as may from time to time be established by the Board of Directors in its sole discretion or (2) upon such conditions established by the Board of Directors in its sole discretion, for any other purpose, including, without limitation, a reorganization pursuant to the Investment Company Act.

(d) Payment by the Corporation for shares of stock of the Corporation surrendered to it for redemption shall be made by the Corporation within seven days of such surrender out of the funds legally available therefor, provided that the Corporation may suspend the right of the stockholders to redeem shares of stock and may postpone the right of those holders to receive payment for any shares when permitted or required to do so by applicable statutes or regulations. Payment of the aggregate price of shares surrendered for redemption may be made in cash or, at the option of the Corporation, wholly or partly in such portfolio securities of the Corporation as the Corporation shall select.

(e) Subject to the following sentence, shares of stock of any Series and Class of the Corporation which have been redeemed or otherwise acquired by the Corporation shall constitute authorized but unissued shares of stock of such Series and Class. In connection with a liquidation or reorganization of any Series or Class in which all of the outstanding shares of such Series or Class are redeemed by the Corporation, upon any such redemption all such shares and all authorized but unissued shares of the applicable Series or Class shall automatically be returned to the status of authorized but unissued shares of Common Stock, without further designation as to Series or Class.

(11) At such times as may be determined by the Board of Directors (or with the authorization of the Board of Directors, by the officers of the Corporation) in accordance with the Investment Company Act and applicable rules and regulations of the Financial Industry Regulatory Authority and from time to time reflected in the registration statement of the Corporation (the "Corporation's Registration Statement"), shares of a particular Series or Class of stock of the Corporation or certain shares of a particular Class of stock of any Series of the Corporation may be automatically converted into shares of another

Class of stock of such Series of the Corporation based on the relative net asset values of such Classes at the time of conversion, subject, however, to any conditions of conversion that may be imposed by the Board of Directors (or with the authorization of the Board of Directors, by the officers of the Corporation) and reflected in the Corporation's Registration Statement. The terms and conditions of such conversion may vary within and among the Classes to the extent determined by the Board of Directors (or with the authorization of the Board of Directors, by the officers of the Corporation) and set forth in the Corporation's Registration Statement.

(12) Pursuant to Article SEVENTH, paragraph (1)(d), upon a determination of the Board of Directors that the net asset value per share of a Class shall remain constant, the Corporation shall be entitled to declare and pay and/or credit as dividends daily the net income (which may include or give effect to realized and unrealized gains and losses, as determined in accordance with the Corporation's accounting and portfolio valuation policies) of the Corporation attributable to the assets attributable to that Class. If the amount so determined for any day is negative, the Corporation shall be entitled, without the payment of monetary compensation but in consideration of the interest of the Corporation and its stockholders in maintaining a constant net asset value per share of that Class, to redeem pro rata from all the holders of record of shares of that class at the time of such redemption (in proportion to their respective holdings thereof) sufficient outstanding shares of that Class, or fractions thereof, as shall permit the net asset value per share of that Class to remain constant.

(13) The Corporation may issue shares of stock in fractional denominations to the same extent as its whole shares, and shares in fractional denominations shall be shares of stock having proportionately to the respective fractions represented thereby all the rights of whole shares, including, without limitation, the right to vote, the right to receive dividends and distributions, and the right to participate upon liquidation of the Corporation, but excluding any right to receive a stock certificate representing fractional shares.

(14) No stockholder shall be entitled to any preemptive right other than as the Board of Directors may establish.

(15) The rights of all stockholders and the terms of all stock are subject to the provisions of the Charter and the Bylaws.

SIXTH: The number of directors of the Corporation shall be [_____]. The number of directors of the Corporation may be changed pursuant to the Bylaws of the Corporation. The names of the individuals who shall serve as directors of the Corporation until the next annual meeting of stockholders and until their successors are duly elected and qualify are:

[_____].

SEVENTH: The following provisions are inserted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Board of Directors and stockholders.

(1) In addition to its other powers explicitly or implicitly granted under the Charter, by law or otherwise, the Board of Directors of the Corporation:

(a) has the exclusive power to make, alter, amend or repeal the Bylaws of the Corporation;

(b) subject to applicable law, may from time to time determine whether, to what extent, at what times and places, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of the Corporation except as conferred by statute or as authorized by the Board of Directors of the Corporation;

(c) is empowered to authorize, without stockholder approval, the issuance and sale from time to time of shares of stock of any Series or Class of the Corporation whether now or hereafter authorized and securities convertible into shares of stock of the Corporation of any Series or Class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable;

(d) is authorized to adopt procedures for determination of and to maintain constant the net asset value of shares of any Class or Series of the Corporation's stock.

(2) Notwithstanding any provision of the Maryland General Corporation Law requiring a greater proportion than a majority of the votes entitled to be cast by holders of shares of all Series or Classes, or any Series or Class, of the Corporation's stock in order to take or authorize any action, any such action may be taken or authorized upon the concurrence of holders of shares entitled to cast a majority of the aggregate number of votes entitled to be cast thereon, subject to any applicable requirements of the Investment Company Act.

(3) The presence in person or by proxy of the holders of shares entitled to cast one-third of the votes entitled to be cast (without regard to Series or Class) shall constitute a quorum at any meeting of the stockholders, except with respect to any matter which, under applicable statutes, regulatory requirements or the Charter, requires approval by a separate vote of one or more Series or Classes of stock, in which case the presence in person or by proxy of the holders of shares entitled to cast one-third of the votes entitled to be cast by holders of shares of each Series or Class entitled to vote as a Series or Class on the matter shall constitute a quorum.

(4) Any determination made in good faith by or pursuant to the direction of the Board of Directors, as to the amount of the assets, debts, obligations, or liabilities of the Corporation, as to the amount of any reserves or charges set up and the propriety thereof, as to the time of or purpose for creating such reserves or charges, as to the use, alteration or cancellation of any reserves or charges (whether or not any debt, obligation, or liability for which such reserves or charges shall have been created shall be then or thereafter required to be paid or discharged), as to the value of or the method of valuing any investment owned or held by the Corporation, as to market value or fair value of any investment or fair value of any other asset of the Corporation, as to the allocation of any asset of the Corporation to a particular Class or Classes of the Corporation's stock, as to the charging of any liability of the Corporation to a particular Class or Classes of the Corporation's stock, as to the number of shares of the Corporation outstanding, as to the estimated expense to the Corporation in connection with purchases of its shares, as to the ability to liquidate investments in orderly fashion, or as to any other matters relating to the issue, sale, redemption or other acquisition or disposition of investments or shares of the Corporation, shall be final and conclusive and shall be binding upon the Corporation and all holders of its shares, past, present and future, and shares of the Corporation are issued and sold on the condition and understanding that any and all such determinations shall be binding as aforesaid.

EIGHTH: (1) To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers of a corporation, no present or former director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages.

(2) The Corporation shall have the power, to the maximum extent permitted by Maryland law in effect from time to time, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (a) any individual who is a present or former director or officer of the Corporation or (b) any individual who, while a director or officer of the Corporation and at the request of the Corporation, serves or has served as a director, officer, partner or trustee of another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan

or any other enterprise from and against any claim or liability to which such person may become subject or which such person may incur by reason of his status as a present or former director or officer of the Corporation. The Corporation shall have the power, with the approval of the Board of Directors, to provide such indemnification and advancement of expenses to a person who served a predecessor of the Corporation in any of the capacities described in (a) or (b) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

(3) The provisions of this Article EIGHTH shall be subject to the limitations of the Investment Company Act.

(4) Neither the amendment nor repeal of this Article EIGHTH, nor the adoption or amendment of any other provision of the Charter or Bylaws inconsistent with this Article EIGHTH, shall apply to or affect in any respect the applicability of the preceding sections of this Article EIGHTH with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in its Charter in the manner now or hereafter prescribed by the laws of the State of Maryland, including any amendment which alters the contract rights, as expressly set forth in the Charter, of any outstanding stock, and all rights conferred upon stockholders herein are granted subject to this reservation.

(1) The amendment and restatement of the Charter as hereinabove set forth have been duly advised by the Board of Directors and approved by the stockholders of the Corporation as required by law.

(2) The current address of the principal office of the Corporation within the State of Maryland is as set forth in Article FOURTH of the foregoing amendment and restatement of the Charter.

(3) The name and address of the Corporation's current resident agent is as set forth in Article FOURTH of the foregoing amendment and restatement of the Charter.

(4) The number of directors of the Corporation and the names of those currently in office are as set forth in Article SIXTH of the foregoing amendment and restatement of the Charter.

(5) The total number of shares of stock which the Corporation has authority to issue is not changed by the foregoing amendment and restatement of the Charter.

The undersigned President acknowledges these Articles of Amendment and Restatement to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned President acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment and Restatement to be signed in its name and on its behalf by its President and attested to by its Secretary on this _____ day of _____, 20__.

ATTEST: [_____]

Secretary

By: _____ (SEAL)
President

[date]

Appendix D

STOCK OWNERSHIP

The following person(s) owned of record or were known by a Fund to beneficially own 5% or more of the Fund's shares (or class of shares if applicable) as of August 1, 2010.

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class		
AllianceBernstein Balanced Shares			Class A				
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	1,533,358	5.06%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	517,463	8.80%		
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	1,529,386	5.05%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	1,453,947	24.73%		
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,579,316	5.22%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	369,414	6.28%		
Class B			Class ADV				
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	418,414	6.27%	American Association for FBO Respiratory Care Emp Ret Pln Attn: Sam P Giordano 9425 North Macarthur Blvd Ste 100 Irving, TX 75063-4725	150,397	5.88%		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	491,291	7.37%	Medical Consultants PC 401K Plan Attn: Gary Wangler Personal and Confidential 2525 W University Ave St 300 Muncie, IN 47303-3400	453,572	17.73%		
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	438,360	6.57%	Orchard Trust CO LLC TTEE FBO College of Westchester Business School Defined Cont Plan 1 8515 E Orchard Rd # 2T2 Greenwood Village, CO 80111-5002	177,577	6.94%		
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	706,116	10.59%	Orchard Trust CO LLC TTEE FBO Fragomen Del Ray Bernsen & Loewy LLP 8515 E Orchard Rd # 2T2 Greenwood Village, CO 80111-5002	420,835	16.45%		
Class C			Providence Ear Nose & Throat Assoc Inc 401K Plan Steven W Fisher TTEE 2112 Providence Ave Chester, PA 19013-5507			128,783	5.04%
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	343,933	5.85%	Class R				
			Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	213,978	44.63%		

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Hartford Securities Distribution Company Attention: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	28,119	5.87%	AllianceBernstein BSS—U.S. Large Cap		
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	77,014	16.06%	Class A		
MG Trust Company Cust FBO Apple Hill Vascular Associates Ltd 700 17th St Ste 300 Denver, CO 80202-3531	49,265	10.28%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	116,567	5.27%
Reliance Trust Co FBO Act Nextmed 401K P.O. Box 48529 Atlanta, GA 30362-1529	28,386	5.92%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	191,503	8.66%
Class K			MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	129,602	5.86%
AIG Retirement Services Company FBO AIGFSB Cust TTEE FBO ABAG/STARS 2929 Allen Parkway A6-20 Houston, TX 77019-2155	15,704	5.53%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	122,826	5.55%
AIG Retirement Services Company FBO AIGFSB Cust TTEE FBO City of Foster City 2929 Allen Parkway A6-20 Houston, TX 77019-2155	69,003	24.29%	Wells Fargo Investments LLC FBO Customer Accounts Attn: Mutual Fund Operations 625 Marquette Ave S 13th Floor Minneapolis, MN 55042-2323	165,395	7.48%
AIG Retirement Services Company FBO AIGFSB Cust TTEE FBO City of Elk Grove 2929 Allen Parkway A6-20 Houston, TX 77019-2155	15,168	5.34%	Class B		
Nationwide Trust Company FSB C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	52,175	18.37%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	114,637	8.95%
Tom Carboneau FBO Bolin Agency 401K PSP & Trust 2523 Wayzata Blvd Ste 300 Minneapolis MN 55405-2190	15,073	5.31%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	109,366	8.54%
Class I			MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	136,371	10.65%
Orchard Trust Company LLC TTEE Cust Muskegon Surgical Associates PC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	52,168	36.46%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	118,515	9.25%
Orchard Trust Company LLC TTEE Cust Worldwide Dreams Deferred Comp Pl 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111	88,884	62.13%	Wells Fargo Investment LLC FBO Customer Accounts Attn: Mutual Fund Operations 625 Marquette Ave S 13th Floor Minneapolis, MN 55042-2323	76,811	6.00%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class C			Orchard Trust Co LLC TTEE		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	97,487	8.64%	FBO Mahoney Ulbrich Christiansen & Russ PA PSP & Trust 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	22,786	11.09%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Fl Jacksonville, FL 32246-6484	359,426	31.85%	Orchard Trust Co LLC TTEE FBO Miami Diver Inc 401(K) PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	34,282	16.68%
Wells Fargo Investments LLC FBO Customer Accounts Attn: Mutual Fund Operations 625 Marquette Ave S 13th Floor Minneapolis, MN 55402-2323	62,403	5.53%	Orchard Trust Company LLC TTEE Cust Financial Advisors Retirement Plan 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	72,531	35.29%
Class ADV			Orchard Trust Company LLC TTEE Cust NTE Aviation Ltd 401K PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002		
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Fl Jacksonville, FL 32246-6484	32,501	7.92%	Orchard Trust Company LLC TTEE Cust Miller Shpiece & Tischler PC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	14,982	7.29%
Sanford Bernstein & Co. LLC One North Lexington Avenue White Plains, NY 10601-1712	21,205	5.17%	Class I		
Wells Fargo Investments LLC FBO Customer Accounts Attn: Mutual Fund Operations 625 Marquette Ave S 13th Floor Minneapolis, MN 55402-2323	267,427	65.20%	University At Buffalo Foundation Inc. Edward P. Schneider Executive Director P.O. Box 900 Buffalo, NY 14226-0900	187,838	99.99%
Class R			AllianceBernstein BSS—AllianceBernstein 2000 Retirement Strategy		
AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	699	7.41%	Class A		
First Clearing LLC Acumen 401 K PI Robert Craig Killam TTEE 1957 E Del Amo Blvd Rancho Dominguez, CA 90220-6115	3,967	42.07%	Orchard Trust Co LLC FBO Catholic Diocese of Green Bay C/O Fascore LLC 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	83,647	12.52%
Paul Whitmire FBO Cimmaron Field Services Inc 401K PSP & Trust P.O. Box 265 Tucker, GA 30085-0265	4,659	49.41%	State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	92,717	13.88%
Class K			Wachovia Bank FBO OPTP 22 Money Purchase Pension Plan 1525 West Wt Harris Blvd Charlotte, NC 28262-8522		
Orchard Trust Company LLC TTEE Cust Cogent Partners LP 401K PSP 8515 E. Orchard Dr 2T2 Greenwood Village, CO 80111-5002	13,777	6.70%	185,556	27.77%	
Orchard Trust Company LLC TTEE Cust FBO Flicker Kerin Kruger & Bissada 8515 E Orchard Road 2T2 Greenwood Village, CO 80111-5002	12,138	5.91%	Class B		
			Edward D Jones & Co Attn: Mutual Fund Shareholder Acctg 201 Progress Pkwy Maryland Heights, MO 63043-3009	905	6.56%
			Frontier Trust Company C/F Alexis Llanes Roth IRA Rollover 8542 NW 35th Ct Miami, FL 33147-3922	846	6.13%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Frontier Trust Company Amber Oakley IRA Rollover 7760 NW 10th St Pembroke Pines, FL 33024-5249	1,340	9.17%	Class ADV George M. Kuebler & Elizabeth A. Kuebler JTWROS 46 Thomas Street Monroe Township, NJ 08831-1229	7,387	9.99%
Frontier Trust Company C/F Donald C Smith Roth IRA 189 Muddy Run Rd Blairsville, PA 15717-5753	711	5.16%	MG Trust Company Cust FBO Laminators Inc 700 17th St Ste 300 Denver, CO 80202-3531	5,208	7.04%
Frontier Trust Company C/F Jane Hewitt Roth IRA P.O. Box 3285 Waquoit, MA 02536-3285	2,112	15.31%	New York Life Trust Company Evening Post Published Company & Affiliated Companies 51 Madison Ave Room 117A New York, NY 10010-1603	16,781	22.69%
Frontier Trust Company MEH Inc Michael L Hency 5111 South Canyon Road Rapid City, SD 57702-1872	4,266	30.93%	Wells Fargo Bnk NA WellsSpan RSP C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	41,954	56.73%
Frontier Trust Company C/F William M Lochhead Roth IRA P.O. Box 3285 Waquoit, MA 02536-3285	1,675	12.15%	Class I Charles Schwab & Co. For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	7,865	5.42%
NFS LLC FEBO NFS/FMTC IRA FBO Zane Conway 37704 S Haney Rd Kennewick, WA 99337-7192	1,065	7.72%	Orchard Trust Company LLC TTEE Cust Worldwide Dreams Deferred Comp Pl 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111	116,888	80.56%
Class C First Clearing, LLC 2801 Market St Saint Louis, MO 63103-2523	6,222	7.02%	Wilmington Trust Risc TTEE FBO First National Bank Alaska Profit Sharing & 401(k) Plan P.O. Box 52129 Phoenix, AZ 85072-2129	8,870	6.11%
First Clearing, LLC 2801 Market St Saint Louis, MO 63103-2523	4,978	5.62%	Class R Charles Schwab & Co. For the Exclusive Benefit Of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	26,602	12.30%
First Clearing, LLC 2801 Market St Saint Louis, MO 63103-2523	5,624	6.35%	Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	23,942	11.07%
First Clearing, LLC Louis De Michele & Dolores De Michele Ten Com 114 Laredo Ave Staten Island, NY 10312-3430	4,975	5.61%	Kira M Alatar MD FBO Riverside Family Medicine 401(K) Plan 805 S Wheatley St Ridgeland, MS 39157-5000	12,441	5.75%
LPL Financial Services 9785 Towne Centre Dr San Diego, CA 92121-1968	5,916	6.68%			
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	13,193	14.89%			
Wells Fargo Investments LLC FBO Customer Accounts Attn: Mutual Fund Operations 625 Marquette Ave S 13th Floor Minneapolis, MN 55402-2323	15,976	18.03%			

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MG Trust Company Cust FBO BCR & Associates 700 17th St Ste 300 Denver, CO 80202-3531	15,264	7.06%	Class B Frontier Trust Company Dr. Steven Lanham DDS Patricia A. Neal 4816 Harvest Ln NE Orangeburg, SC 29118-9470	2,202	5.00%
State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	81,716	37.77%	Frontier Trust Company Cust C/F Sarah G. Shinpock IRA Rollover 5351 Avery Woods Ln Knoxville, TN 37921-5244	7,481	17.00%
Wachovia Bank FBO Crosstex Energy Services LP 401K 1525 West WT Harris Blvd Charlotte, NC 28262-8522	22,768	10.52%	LPL Financial Services 9785 Towne Centre Dr San Diego, CA 92121-1968	4,619	10.49%
Class K FIIOC as Agent for Certain Empl Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	301,598	17.03%	NFS LLC FEBO NFS/FMTC IRA FBO Thaddeus S Kelly 55 Ainsworth St Roslindale, MA 02131-1942	7,658	17.40%
Mercer Trust Co TTEE FBO Solo Cup Co PS Plus Plan 1 Investors Way MSC N-1-G Norwood, MA 02062-1599	210,028	11.86%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	4,111	9.34%
Orchard Trust Company TTEE Employee Benefits Clients 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	483,769	27.31%	Raymond James & Assoc Inc CSDN FBO David W. Sorenson IRA 401 E 8th St Ste 214-390 Sioux Falls, SD 57103-7011	5,519	12.54%
Orchard Trust Co LLC TTEE FBO Green Valley Country Club Retirement Plan 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	137,660	7.77%	Raymond James & Assoc. Inc. CSDN FBO Susan Sorenson IRA 401 E 8th St Ste 214-390 Sioux Falls, SD 57103-7011	2,220	5.04%
AllianceBernstein BSS—AllianceBernstein 2005 Retirement Strategy			Robert E Zimmerman Virginia V Greer JTWROS 1201 8th Ave NE TRLR 92 Aberdeen, SD 57401-2590	3,653	8.30%
Class A GPC as Agent for Reliance Trust Co. FBO Charles F. Connolly Distrib. EES PSP P.O. Box 79377 Atlanta, GA 30357-7377	414,230	17.75%	Class C Frontier Trust Company C/F Dennis L. Hubbard IRA Rollover 3111 180th St Dawson, MN 56232-4155	7,495	10.49%
Great West Life & Annuity GWLA-FFIIAllianceBernstein 2005 RT 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	306,760	13.14%	Frontier Trust Company C/F Rosemary Booth IRA Rollover 9503 Marsena Ct Charlotte, NC 28213-3760	4,161	5.83%
NFS LLC FEBO Bankers Trust Co P.O. Box 897 Des Moines, IA 50306-0897	298,736	12.80%	Frontier Trust Company C/F Ruth E. White IRA R/O 602 E Kentucky Indianola, IA 50125-4000	3,981	5.57%
Orchard Trust Co LLC FBO Catholic Diocese of Green Bay C/O Fascore LLC 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	123,910	5.31%	MG Trust Company Cust FBO D&L Group 700 17th St Ste 300 Denver, CO 80202-3531	5,079	7.11%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Michael J. Klinge/ Marlena A Humphrey FBO Keco Engineered Coatings 401K PSP & Trust 1030 S Kealing Ave Indianapolis, IN 46203-1516	31,039	43.45%	Class R ING Enhanced K-Choice Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	18,251	5.30%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	4,886	6.84%	NFS LLC FBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	200,027	58.12%
Class ADV Frontier Trust Company C/F Bridget A Browne IRA R/O 151 Hunt Avenue Pearl River, NY 10965-1881	7,313	9.92%	Wachovia Bank FBO Crosstex Energy Services LP 401K 1525 West Wt Harris Blvd Charlotte, NC 28262-8522	31,457	9.14%
Giaquinta Irrev Living Trust DTD 12/27/06 Gaetana Giaquinta as Grantor John Giaquinta TTEE 4 Redgrave Ave Staten Island, NY 10306-3619	37,423	50.74%	Class K FIIOC as Agent for Certain Empl Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	152,448	12.21%
MG Trust Company Cust FBO Sunrise Safety Services Inc 700 17th St Ste 300 Denver, CO 80202-3531	4,122	5.59%	Frontier Trust Co FBO Gynecological & Obstetrical Assoc O P.O. Box 10758 Fargo, ND 58106-0758	133,626	10.70%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	13,725	18.61%	Mercer Trust Company TTEE FBO Solo Cup Company Profit Sharing Plus Plan 1 Investors Way MSC N-1-G Norwood, MA 02062-1599	83,907	6.72%
Wells Fargo Bank NA Wellspring RSP C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	6,754	9.16%	MG Trust Company Cust FBO Canges, Iwashko, Bethke & Bailey P 700 17th St Ste 300 Denver, CO 80202-3531	75,894	6.08%
Class I JP Morgan TTEE For the GZA Geoenvironmental Inc Restated 401(k) Profit Sharing Plan 9300 Ward Parkway Kansas City, MO 64114-3317	19,476	44.59%	NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	97,466	7.81%
MLPF&S For the Sole Benefit of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	12,249	28.04%	Orchard Trust Co LLC TTEE FBO Keane and Beane PC 401K C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	79,745	6.39%
Orchard Trust Company LLC TTEE Cust Muskegon Surgical Associates PC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111	5,942	13.60%	Orchard Trust Co LLC TTEE FBO North Suburban Pediatrics SC Profit Sharing Plan & Trust 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	157,144	12.59%

<u>Name and Address</u>	<u>No. of Shares of Class</u>	<u>% of Class</u>	<u>Name and Address</u>	<u>No. of Shares of Class</u>	<u>% of Class</u>
AllianceBernstein BSS—AllianceBernstein 2010 Retirement Strategy			Class ADV		
Class A			American United Life Cust		
GPC as Agent for Reliance Trust Co Sprinkler Fitters Local UN.550 Plan P.O. Box 79377 Atlanta, GA 30357-7377	385,602	6.22%	American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	365,559	25.25%
Great West Life & Annuity GWLA-FFIIAllianceBernstein 2010 RT 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	389,780	6.29%	American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	157,042	10.85%
ING Framework Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	410,435	6.62%	New York Life Trust Company Evening Post Published Company & Affiliated Companies 51 Madison Ave Room 117A New York, NY 10010-1603	627,968	43.38%
Orchard Trust Co LLC FBO Catholic Diocese of Green Bay C/O Fascore LLC 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	399,706	6.45%	Reliance Trust Company FBO Retirement Plans Services by Metlif 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	124,957	8.63%
Orchard Trust Co TTEE Employee Benefits Clients 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	492,112	7.94%	Class I		
State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	631,670	10.19%	Charles Schwab & Co. For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	67,152	8.23%
Class B			DWS Trust Co TTEE Atlantic Automotive Corporation 401K Plan P.O. Box 1757 Salem, NH 03079-1143	49,882	6.12%
LPL Financial Services 9785 Towne Centre Dr San Diego, CA 92121-1968	5,114	6.90%	MAC & Co Mutual Fund Operations P.O. Box 3198 Pittsburgh, PA 15230-3198	324,655	39.80%
NFS LLC FEBO NFA/FMTC IRA FBO Rosalie Corbin 102 Balboa Dr Springfield, MA 01119-2904	5,951	8.02%	Orchard Trust Company LLC TTEE Cust Muskegon Surgical Associates PC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	164,254	20.14%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	14,535	19.60%	Class R		
Class C			Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	199,045	10.68%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	82,564	36.89%	ING Enhanced K-Choice Trustee Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	371,817	19.94%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	40,162	17.95%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	149,268	8.01%	Class B Edward D Jones & Co Attn: Mutual Fund Shareholder Acctg 201 Progress Pkwy Maryland Heights, MO 63043-3009	16,951	6.92%
Wachovia Bank FBO Crosstex Energy Services L P 401K 1525 West Wt Harris Blvd Charlotte, NC 28262-4522	103,836	5.57%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	19,862	8.10%
Wachovia Bank FBO New York City Housing Dev Corp 1525 West Wt Harris Blvd Charlotte, NC 28262-8522	215,168	11.54%	Class C MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	177,772	48.97%
Class K FIIOC as Agent for Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	1,368,218	19.04%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	18,801	5.18%
NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	528,955	7.36%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	28,212	7.77%
Orchard Trust Company TTEE Employee Benefits Clients 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	463,419	6.45%	Class ADV American United Life Cust American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	901,680	60.37%
Reliance Trust Company FBO Retirement Plans Serviced by Metlife 8515 E Orchard rd 2T2 Greenwood Village, CO 80111-5002	1,634,585	22.75%	Wells Fargo Bank NA Wellsplan RSP C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	137,387	9.20%
AllianceBernstein BSS—AllianceBernstein 2015 Retirement Strategy			Wells Fargo Bank NA Custodian FBO Washington County Public Schools 40 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	112,538	7.54%
Class A Great West Life & Annuity GWLA-FFIIAllianceBernstein 2015 RT 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	594,904	5.90%	Class I Brown Brothers Harriman & Co 525 Washington Blvd Jersey City, NJ 07310-1606	616,165	16.37%
Orchard Trust Co LLC FBO Catholic Diocese of Green Bay C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	720,432	7.14%	MAC & Co Attn: Mutual Fund Ops P.O. Box 3198 Pittsburgh, PA 15230-3198	1,671,717	44.43%
Orchard Trust Co TTEE Employee Benefits Clients 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	780,944	7.74%	MAC & Co Mutual Fund Operations P.O. Box 3198 Pittsburgh, PA 15230-3198	570,759	15.17%
State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	1,168,066	11.58%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class R			Orchard Trust Co TTEE		
Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	699,446	16.86%	Employee Benefits Clients 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	957,628	7.73%
ING Enhanced K-Choice Trustee Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	1,099,465	26.50%	State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	1,850,014	14.93%
Class C			Class C		
NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	365,816	8.82%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	264,957	45.40%
Wachovia Bank FBO Crosstex Energy Services L P 401K 1055010065 NC 1076 1525 West Wt Harris Blvd Charlotte, NC 28262-8522	357,181	8.61%	Class ADV		
Class K			American United Life Cust American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102		
FIIOC as Agent for Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	1,172,048	9.47%	Indianapolis, IN 46206-9102	171,219	10.76%
Mercer Trust Co TTEE FBO Solo Cup Co PS Plus Plan 1 Investors Way MSC N-1-G Norwood, MA 02062-1599	865,401	6.99%	New York Life Trust Company Evening Post Published Company & Affiliated Companies 51 Madison Ave Room 117A New York, NY 10010-1603	136,197	8.56%
NGS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	1,233,919	9.97%	Wells Fargo Bank NA Custodian FBO Washington County Public Schools 40 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	119,776	7.52%
Reliance Trust Company FBO Retirement Plans Services by Metlife 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	2,870,651	23.19%	Wells Fargo Bnk NA Wellspring RSP C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	176,168	11.07%
AllianceBernstein BSS—AllianceBernstein 2020 Retirement Strategy			Class I		
Class A			Brown Brothers Harriman & Co 525 Washington Blvd Jersey City, NJ 07310-1606		
Great West Life & Annuity GWLA-FFIIAllianceBernstein 2020 RT 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	719,530	5.81%	Charles Schwab & Co. For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	148,335	5.84%
ING Framework Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	1,160,711	9.37%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
MAC & Co Mutual Fund Operations P.O. Box 3198 Pittsburgh, PA 15230-3198	529,160	20.83%	Class K FIIOC as Agent for Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	2,444,135	12.29%
MLPF&S For the Sole Benefit of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	305,695	12.03%	Mercer Trust Co TTEE FBO Solo Cup Co PS Plus Plan 1 Investors Way MSC N-3-G Norwood, MA 02062-1599	1,075,323	5.41%
New York Life Trust Co Voith Paper Fabrics Incentive Savings Plan 51 Madison Ave Room 117A New York, NY 10010-1603	385,246	15.17%	NFS LLC FEBO State Street Bank Trust Co TTE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	2,312,874	11.63%
Wilmington Trust RISC TTE FBO First National Bank Alaska Profit Sharing & 401(k) Plan P.O. Box 52129 Phoenix, AZ 85072-2129	151,670	5.97%	Reliance Trust Company FBO Retirement Plans Serviced by Metlif 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	4,501,692	22.64%
Orchard Trust Company LLC TTEE Cust J. D'Addario & Company 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	141,523	5.57%	AllianceBernstein BSS—AllianceBernstein 2025 Retirement Strategy		
Orchard Trust Company LLC TTEE Cust Webcor Builders 401K PSP P.O. Box 85484 San Diego, CA 92186-5484	250,146	9.85%	Class A Great West Life & Annuity GWLA-FFIIAllianceBernstein 2025 RT 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	1,380,097	11.06%
Class R Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	697,026	13.30%	ING Framework Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	913,565	7.32%
ING Enhanced K-Choice Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	1,169,854	22.32%	Orchard Trust Co TTEE Employee Benefits Clients 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	1,095,411	8.78%
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	280,731	5.36%	State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	1,431,706	11.48%
NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	494,669	9.44%	Class B Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	10,418	7.69%
Wachovia Bank FBO Crosstex Energy Services LP 401K 1525 West Wt Harris Blvd Charlotte, NC 28262-8522	464,946	8.87%	Class C MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	182,989	48.02%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class ADV			Class R		
American United Life Cust American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	574,326	43.33%	Wilmington Trust RISC TTE FBO First National Bank Alaska Profit Sharing & 401(k) Plan P.O. Box 52129 Phoenix, AZ 85072-2129	115,582	5.54%
American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	153,065	11.55%	Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	695,389	13.97%
Orchard Trust Co TTEE Employee Benefits Clients 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	75,884	5.72%	ING Enhanced K-Choice Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	1,290,023	25.93%
Wells Fargo Bank NA Wellspring RSP C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	248,332	18.73%	MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	388,362	7.80%
Class I			Class K		
Charles Schwab & Co. For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	159,148	7.62%	NFS LL FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	415,177	8.34%
MAC & Co Mutual Fund Operations P.O. Box 3198 Pittsburgh, PA 15230-3198	533,968	25.58%	Wachovia Bank FBO Crosstex Energy Services LP 401K 1525 West Wt Harris Blvd Charlotte, NC 28262-8522	364,227	7.32%
MLPF&S For the Sole Benefit of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	121,520	5.82%	FIIOC as Agent for Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	1,178,057	8.65%
New York Life Trust Co Voith Paper Fabrics Incentive Savings Plan 51 Madison Ave Room 117A New York, NY 10010-1603	306,174	14.67%	Mercer Trust Co TTEE FBO Solo Cup Co PS Plus Plan 1 Investors Way MSC N-3-G Norwood, MA 02062-1599	1,131,500	8.31%
Orchard Trust Company LLC TTEE Cust George Little Mgmt LLC 401K PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	109,399	5.24%	NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	1,754,790	12.89%
Orchard Trust Company LLC TTEE Cust J. D'Addario & Company 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	138,467	6.63%	Reliance Trust Company FBO Retirement Plans Serviced by Metlife 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	2,823,492	20.74%

<u>Name and Address</u>	<u>No. of Shares of Class</u>	<u>% of Class</u>	<u>Name and Address</u>	<u>No. of Shares of Class</u>	<u>% of Class</u>
AllianceBernstein BSS—AllianceBernstein 2030 Retirement Strategy			MLPF&S		
Class A			For the Sole Benefit of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484		
Great West Life & Annuity GWLA-FFIIAllianceBernstein 2030 RT 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	603,459	5.86%	New York Life Trust Co Voith Paper Fabrics Incentive Savings Plan 51 Madison Ave Room 117A New York, NY 10010-1603	159,164	9.75%
ING Framework Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	588,739	5.72%	Orchard Trust Company LLC TTEE Cust J. D'Addario & Company 8515 E Orchard rd 2T2 Greenwood Village, CO 80111-5002	100,396	6.15%
Orchard Trust Co TTEE Employee Benefits Clients 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	1,114,776	10.83%	Taynik & Co. 401K Plan C/O State Street Bank 200 Clarendon St Boston, MA 02116-5021	266,147	16.30%
State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	1,594,733	15.49%	Class R		
Class B			Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations Po Box 2999 Hartford, CT 06104-2999		
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	10,418	7.69%	ING Enhanced K-Choice Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	697,294	15.79%
Class C			MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr East 2nd Flr Jacksonville, FL 32246-6484		
American United Life Cust American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	416,741	36.18%	MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	280,876	6.36%
American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	222,043	19.28%	NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	283,805	6.43%
Wells Fargo Bnk NA Wellspring RSP C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	242,777	21.08%	Class K		
Class I			Charles Schwab & Co For the Exclusive Benefit Of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151		
MAC & Co Mutual Fund Operations P.O. Box 3198 Pittsburgh, PA 15230-3198	362,481	22.19%	FIIOC as Agent for Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	1,306,858	9.73%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Mercer Trust Co TTEE FBO Solo Cup Co PS Plus Plan 1 Investors Way MSC N-3-G Norwood, MA 02062-1599	838,540	6.24%	Class ADV American United Life Cust American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	241,792	26.78%
NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	1,658,196	12.34%	American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	159,580	17.67%
Reliance Trust Company FBO Retirement Plans Serviced by Metlif 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	2,625,771	19.54%	Wells Fargo Bank NA Custodian FBO Washington County Public Schools 40 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	57,778	6.40%
AllianceBernstein BSS—AllianceBernstein 2035 Retirement Strategy					
Class A					
Great West Life & Annuity GWLA-FFIIAllianceBernstein 2035 RT 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	472,283	6.33%	Wells Fargo Bnk NA Wellspan RSP C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	219,842	24.35%
ING Framework Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	496,948	6.66%	Reliance Trust Company FBO Retirement Plans Serviced by Metlife 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	80,119	8.87%
Orchard Trust Company TTEE Employee Benefits Clients 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	713,688	9.57%	Class I JP Morgan TTEE For the GZA Geoenvironmental Inc Restated 401(K) Profit Sharing Plan 9300 Ward Parkway Kansas City, MO 64114-3317	75,513	6.39%
State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	1,145,967	15.37%	MAC & Co Mutual Fund Operations P.O. Box 3198 Pittsburgh, PA 15230-3198	314,520	26.62%
Class B					
LPL Financial Services 9785 Towne Centre Dr. San Diego, CA 92121-1968	6,304	6.31%	MLPF&S For the Sole Benefit of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	63,638	5.39%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	5,969	5.97%	Orchard Trust Company LLC TTEE Cust George Little Mgmt LLC 401K PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	93,042	7.88%
Class C					
MG Trust Company Cust FBO Rajeeb Guharoy 700 17th St Ste 300 Denver, CO 80202-3531	22,147	6.99%	Orchard Trust Company LLC TTEE Cust J. D'Addario & Company 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	119,194	10.09%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	115,739	36.55%	Orchard Trust Company LLC TTEE Cust Webcor Builders 401K PSP P.O. Box 85484 San Diego, CA 92186-5484	63,451	5.37%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Taynik & Co. 401K Plan C/O State Street Bank 200 Clarendon St Boston, MA 02116-5021	61,847	5.24%	Reliance Trust Company FBO Retirement Plans Serviced by Metlife 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	1,838,597	21.15%
Wilmington Trust RISC TTE FBO First National Bank Alaska Profit Sharing & 401(k) Plan P.O. Box 52129 Phoenix, AZ 85072-2129	63,575	5.38%	AllianceBernstein BSS—AllianceBernstein 2040 Retirement Strategy		
Class R			Class A		
American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	159,146	5.35%	Great West Life & Annuity GWLA-FFIIAllianceBernstein 2040 RT 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	335,206	5.29%
Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	405,387	13.63%	Orchard Trust Co TTEE Employee Benefits Clients 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	481,895	7.60%
ING Enhanced K-Choice Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	811,892	27.30%	State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	1,169,637	18.44%
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	187,125	6.29%	Class B		
NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	247,421	8.32%	Frontier Trust Company Cust FBO Mary K Nagy IRA Rollover 9 Bronia St Howell, NJ 07731-3804	6,316	6.39%
Class K			Frontier Trust Company Precision Mechanical Inc Ryan Mentink 382 Ram Ln Silt, CO 81652-8846	5,633	5.70%
Charles Schwab & Co For the Exclusive Benefit Of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	585,746	6.74%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	6,263	6.34%
FIIOC as Agent for Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	727,489	8.37%	Class C		
NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	976,941	11.24%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	173,352	53.72%
			Class ADV		
			American United Life Cust American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	184,423	21.20%
			American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	122,266	14.05%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Wells Fargo Bnk NA Wellspring RSP C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	207,340	23.83%	NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	238,230	8.64%
Reliance Trust Company FBO Retirement Plans Serviced by Metlife 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	133,384	15.33%	Class K Charles Schwab & Co For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	949,353	13.62%
Class I Charles Schwab & Co. For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	82,931	7.54%	FILOC as Agent for Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	725,864	10.42%
JP Morgan TTEE For the GZA Geoenvironmental Inc Restated 401(K) Profit Sharing Plan 9300 Ward Parkway Kansas City, MO 64114-3317	85,509	7.77%	NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	771,327	11.07%
MAC & Co Mutual Fund Operations P.O. Box 3198 Pittsburgh, PA 15230-3198	343,417	31.22%	Reliance Trust Company FBO Retirement Plans Serviced by Metlife 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	1,449,084	20.79%
MLPF&S For the Sole Benefit of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	63,371	5.76%	AllianceBernstein BSS—AllianceBernstein 2045 Retirement Strategy Class A Great West Life & Annuity GWLA-FFIIAllianceBernstein 2045 RT 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	446,443	9.86%
New York Life Trust Co Voith Paper Fabrics Incentive Savings Plan 51 Madison Ave Room 117A New York, NY 10010-1603	69,718	6.34%	Orchard Trust Co TTEE Employee Benefits Clients 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	347,685	7.68%
Orchard Trust Company LLC TTEE Cust J. D'Addario & Company 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	57,145	5.20%	State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	796,828	17.59%
Orchard Trust Company LLC TTEE Cust Webcor Builders 401K PSP P.O. Box 85484 San Diego, CA 92186-5484	101,000	9.18%	Wachovia Bank FBO Jet Aviation Holdings Inc 401 K 1525 West Wt Harris Blvd Charlotte, NC 28262-8522	277,827	6.13%
Class R Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations Po Box 2999 Hartford, CT 06104-2999	426,297	15.46%	Class B Frontier Trust Company C/F Robert F Howarth IRA 10354 Crossbeam Ct Columbia, MD 21044-3819	4,015	11.32%
ING Enhanced K-Choice Trustee Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	572,017	20.74%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
RBC Capital Markets Corp FBO Jill J. Kraemer Prior Lake Pet Hospital Simple IRA Simple IRA 1003 Meadow St Cologne, MN 55322-9098	2,099	5.92%	New York Life Trust Co Voith Paper Fabrics Incentive Savings Plan 51 Madison Ave Room 117A New York, NY 10010-1603	28,856	5.06%
Class C MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	92,648	51.47%	New York Life Trust Co Voith Paper Fabrics Sup Executive Savings Plan 51 Madison Ave Room 117A New York, NY 10010-1603	41,846	7.34%
Class ADV American United Life Cust American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	107,569	14.24%	Orchard Trust Company LLC TTEE Cust George Little Mgmt LLC 401K PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	29,984	5.26%
American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	73,229	9.70%	Orchard Trust Company LLC TTEE Cust J. D'Addario & Company 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	43,817	7.69%
Wells Fargo Bank NA Custodian FBO Washington County Public Schools 40 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	38,062	5.04%	Orchard Trust Company LLC TTEE Cust Webcor Builders 401K PSP P.O. Box 85484 San Diego, CA 92186-5484	42,496	7.46%
Wells Fargo Bnk NA Wellspring RSP C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	176,010	23.30%	Reliance Trust Company FBO Studios Architecture Inc 401K Plan P.O. Box 48529 Atlanta, GA 30362-1529	30,566	5.36%
Reliance Trust Company FBO Retirement Plans Serviced by Metlife 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	247,719	32.80%	Wachovia Bank FBO TCS America 401K Plan 1525 West Wt Harris Blvd Charlotte, NC 28262-8522	28,829	5.06%
Class I AIG Retirement Services Company FBO AIGFSB Cust TTEE FBO Suffolk County 2929 Allen Parkway A6-20 Houston, TX 77019-2155	76,532	13.43%	Wilmington Trust RISC TTE FBO First National Bank Alaska Profit Sharing & 401(k) Plan P.O. Box 52129 Phoenix, AZ 85072-2129	57,440	10.08%
Charles Schwab & Co. For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	77,407	13.58%	Class R Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	381,474	18.89%
MLPF&S For the Sole Benefit of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	47,014	8.25%	ING Enhanced K-Choice Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	509,060	25.21%
			MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	104,113	5.16%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	134,330	6.65%	First Clearing LLC Christopher J. Suzadail IRA FCC as Custodian 319 Adams St Williamsport, PA 17701-2301	250	5.77%
Wachovia Bank FBO Crosstex Energy Services LP 401K 1525 West WT Harris Blvd Charlotte, NC 28262-8522	138,821	6.87%	Frontier Trust Company C/F Danielle K. Dear Roth IRA 6559 Royal Pkwy N Lockport, NY 14094-6615	661	15.27%
Class K			Frontier Trust Company C/F Robert M. Witt Roth IRA 473 Western Ave Albany, NY 12203-1512	428	9.89%
Charles Schwab & Co For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	428,636	10.77%	Frontier Trust Company C/F Vanessa M. Cabana IRA Rollover 112 Pulaski Blvd Bellingham, MA 02019-2743	1,320	30.52%
FIIOC as Agent for Certain Empl Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	400,036	10.05%	LPL Financial Services 9785 Towne Centre Dr San Diego, CA 92121-1968	665	15.37%
NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	497,539	12.50%	Class C		
Reliance Trust Company FBO Retirement Plans Serviced by Metlife 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	817,224	20.53%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	14,087	56.32%
AllianceBernstein BSS—AllianceBernstein 2050 Retirement Strategy			Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	4,502	18.00%
Class A			Class ADV		
Great West Life & Annuity C/O Fascore LLC 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	58,200	9.68%	American United Life Cust American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	47,820	16.00%
Orchard Trust Co LLC FBO Putnam Inv FBO Recordkeeping for Various Benef 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	46,922	7.81%	American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	38,198	12.78%
Orchard Trust Company TTEE Employee Benefits Clients 8515 E. Orchard Rd 2T2 Greenwood Village, CO 80111-5002	108,872	18.12%	New York Life Trust Company Evening Post Published Company & Affiliated Companies 51 Madison Ave Room 117A New York, NY 10010-1603	17,680	5.92%
State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	118,984	19.80%	Wells Fargo Bank NA Wellspan RSP C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	181,295	60.68%
Class B					
AllianceBernstein LP Attn: Brent Mather-Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	1,000	23.11%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class I			Class K		
MLPF&S For the Sole Benefit of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	50,950	51.59%	Charles Schwab & Co For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	276,083	26.13%
NFS LLC FEBO Marshall & Ilsley Trust Co NA FBO Bank 98 Dly Rcrdpg Attn: Mut Funds 11270 W Park Pl Ste 400 Milwaukee, WI 53224-3638	19,152	19.39%	FIIOC as Agent for Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	268,970	25.46%
Orchard Trust Company LLC TTEE Cust George Little Mgmt LLC 401K PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	7,790	7.89%	Reliance Trust Company FBO Retirement Plans Serviced by Metlif 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	89,586	8.48%
Orchard Trust Company LLC TTEE Cust J. D'Addario & Company 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	7,519	7.61%	AllianceBernstein BSS—AllianceBernstein 2055 Retirement Strategy		
Class R			Class A		
American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	41,362	12.20%	MG Trust Co Cust FBO Lithographics Inc 401 K Retirement 700 17th St Ste 300 Denver, CO 80202-3531	15,058	12.38%
Charles Schwab & Co. For The Exclusive Benefit Of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	34,893	10.30%	State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	45,527	37.43%
Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations Po Box 2999 Hartford, CT 06104-2999	87,099	25.70%	Class B		
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	18,140	5.35%	AllianceBernstein LP Attn: Brent Mather – Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	1,000	36.56%
NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	30,474	8.99%	LPL Financial Services 9785 Towne Centre Dr San Diego, CA 92121-1968	551	20.16%
State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	34,069	10.05%	Frontier Trust Company C/F Elijah M. Abad ROTH IRA 74 Covington Cir Staten Island, NY 10312-1175	678	24.78%
			Frontier Trust Company C/F Michael A. Salamanca IRA R/O 14271 SW 38th St Miami, FL 33175-7806	506	18.49%
			Class C		
			AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	1,000	17.87%
			American Enterprise Investment Svcs P.O. Box 9446 Minneapolis, MN 55474-0001	569	10.18%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Frontier Trust Company C/F John Murphy Roth IRA 16 Rene Ct Wayne, NJ 07470-8415	340	6.08%	Taynik & Co. 401K Plan C/O State Street Bank 200 Clarendon St Boston, MA 02116-5021	2,674	23.58%
James Kenard FBO Krate LLC 401K PSP & Trust 4402 23rd St Ste 516 Long Island City, NY 11101-5072	668	11.94%	Wilmington Trust RISC TTE FBO First National Bank Alaska Profit Sharing & 401(k) Plan P.O. Box 52129 Phoenix, AZ 85072-2129	654	5.77%
MG Trust Company Cust FBO PSL North America LLC Employees SA 700 17th St Ste 300 Denver, CO 80202-3531	281	5.02%	Class R American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	13,045	18.37%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,251	22.36%	American United Life Cust FBO American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	4,908	6.91%
RBC Capital Markets Corp FBO Deborah Byers Individual Retirement Account P.O. Box 5253 Fullerton, CA 92838-0253	785	14.02%	Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	14,841	20.90%
Class ADV American United Life Cust American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	3,965	5.56%	MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	6,974	9.82%
American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	13,013	18.26%	NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	3,556	5.01%
Wells Fargo Bank NA Wellspring RSP C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	49,542	69.51%	State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	7,468	10.52%
Class I AllianceBernstein L.P. Attn: Brent Mather-See Acct 1 N Lexington Ave White Plains, NY 10601-1712	1,000	8.82%	Class K Charles Schwab & Co For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	15,795	5.84%
Orchard Trust Company LLC TTEE Cust George Little Mgmt LLC 401K PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	3,613	31.86%	FIIOC as Agent for Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	75,811	28.03%
Orchard Trust Company LLC TTEE Cust Webcor Builders 401K PSP P.O. Box 85484 San Diego, CA 92186-5484	3,038	26.79%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Rd Purchase, NY 10577-2139	30,583	11.31%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	118,790	7.37%
Orchard Trust Co LLC TTEE FBO B&G Wholesale 401(K) 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	13,958	5.16%	Class C First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	747,496	12.19%
Orchard Trust Co LLC TTEE FBO Miami Diver Inc 401(K) PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	17,369	6.42%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,501,765	24.48%
Orchard Trust Co LLC FBO New York Athletic Club 401K Savings Plan 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	39,622	14.65%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	379,641	6.19%
Reliance Trust Company FBO Retirement Plans Serviced by Metlife C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	14,266	5.27%	Class ADV CollegeBound Fund CBF—Quality Bond Fund Customized Allocation 529 Plan 1345 Avenue of the Americas New York, NY 10105-0302	6,407,420	83.42%
AllianceBernstein Bond Fund— AllianceBernstein Intermediate Bond Portfolio			Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	887,747	11.56%
Class A			Class R Counsel Trust DBA Mid Atlantic Trust Company FBO Trans World Gaming Corp 401K Profit Sharing Plan & Trust 1251 Waterfront Place, Suite 525 Pittsburgh, PA 15222-4228	6,253	15.09%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	2,438,740	6.30%	DWS Trust Co TTEE Wentworth Property Management Corp 401K Savings Plan P.O. Box 1757 Salem, NH 03079-1143	2,324	5.61%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	3,430,145	8.87%	Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	5,347	12.90%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	2,451,956	6.34%	MG Trust Co CUST FBO MRF S 401K Plan 700 17th St Ste 300 Denver, CO 80202-3531	9,768	23.57%
Class B			State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	6,095	14.71%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	160,982	9.99%			
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	147,629	9.16%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Wilmington Trust RISC CUST FBO Magnetic Metals Corporation—CA Hourly Employees Pension Plan P.O. Box 52129 Phoenix, AZ 85072-2129	3,469	8.37%	AllianceBernstein Bond Fund—AllianceBernstein Bond Inflation		
Class K			Class A		
Orchard Trust Company LLC TTEE CUST Crystal Steel 401K Plan 8515 E Orchard Rd 212 Greenwood Village, CO 80111-5002	23,657	5.57%	Edward D Jones & Co Attn: Mutual Fund Shareholder Acctg 201 Progress Pkwy Maryland Heights, MO 63043-3009	12,149	10.23%
Orchard Trust Company LLC TTEE CUST FBO TAP Electrical Contracting Corp 401(K) Retirement Plan 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	23,180	5.46%	LPL Financial FBO Customer Accounts Attn: Mutual Fund Operations P.O. Box 509046 San Diego, CA 92150-9046	25,036	21.08%
Orchard Trust Company LLC TTEE CUST Highland Park Medical Assoc PC 8515 E Orchard Rd 212 Greenwood Village, CO 80111-5002	36,490	8.59%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	16,441	13.84%
Orchard Trust Company LLC TTEE CUST Karnak Corporation Savings & Investment Plan 8515 E Orchard Rd 212 Greenwood Village, CO 80111-5002	24,563	5.78%	Sterne Agee & Leach Inc 813 Shades Creek Pkwy Birmingham, AL 35209-4542	10,046	8.46%
Orchard Trust Company LLC TTEE CUST Minnesota Surgical Associates PA 8515 E Orchard Rd 212 Greenwood Village, CO 80111-5002	120,872	28.45%	Class C Diana E Minnick 1813 E Winslow Rd Bloomington, IN 47401-8604	9,919	6.33%
Orchard Trust Company LLC TTEE CUST Muncie Surgical Associates Inc PSP 8515 E Orchard Rd 212 Greenwood Village, CO 80111-5002	103,207	24.30%	Frontier Trust Company C/F Bruce L Fisher IRA R/O 3904 Woodstone Ridge Way Louisville, KY 40241-5845	9,900	6.32%
Orchard Trust Company LLC TTEE CUST Shore Heart Group PA 401K Plan 8515 E Orchard Rd 212 Greenwood Village, CO 80111-5002	35,416	8.34%	Frontier Trust Company C/F Patricia A Prall IRA Rollover 3840 Merwin 10 Mile Rd Cincinnati, OH 45245-2798	7,911	5.05%
Class I			Frontier Trust Company C/F William E Matthews IRA 9855 Gleneagle Pl Powell, OH 43065-8767	9,223	5.88%
NFS LLC FEBO Midwest Trust Co 5901 College Blvd Overland Park, KS 66211-1937	13,319	14.62%	NFS LLC FEBO Thomas Sweeney Susan Sweeney 1829 Elm Ave Northbrook, IL 60062-5460	9,922	6.33%
Orchard Trust Company LLC TTEE CUST Muskegon Surgical Associates PC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	77,790	85.38%	Raymond James & Assoc Inc FBO June Isaacson & Steven Isaacson Glenn Isaacson TTEE Dtd 6/22/94 8945 Via Brilliante West Palm Beach, FL 33411-6529457	15,102	9.63%
			Ruby M Oberg TOD/DE 2623 Cleveland St NE Minneapolis, MN 55418-3132	9,011	5.75%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class ADV			Raymond James & Assoc Inc CSDN		
Frontier Trust Company			FBO Greene Emergency Med Svcs Inc P		
FBO Maurice S Mandel Rollover IRA			FBO David W Carter		
14 Hillside Ave			585 Towncrest Dr		
Port Washington, NY 11050-2747	60,324	75.16%	Beavercreek, OH 45434-5859850	1,563	5.95%
LPL Financial			Raymond James & Assoc Inc CSDN		
FBO Customer Accounts			FBO Greene Emergency Med Svcs Inc P		
Attn: Mutual Fund Operations			FBO Steven Dixon		
P.O. Box 509046			P.O. Box 158		
San Diego, CA 92150-9046	8,014	9.98%	Xenia, OH 45385-0158588	1,563	5.95%
Mark W Tanner &			Raymond James & Assoc Inc Cust		
Susan B Tanner JTWR0S			FBO Greene Emergence Med Svcs Inc P		
81 Morning Glory Rd			FBO Charles E. Russell		
Warren, NJ 07059-7199	4,949	6.17%	P.O. Box 158		
NFS LLC FEBO			Xenia, OH 45385-0158	1,531	5.83%
Paul A Thomas			Raymond James & Assoc Inc CSDN		
Elvera Thomas			FBO Linda E Bailey Md Sep		
38 Adams Farm Rd			2449 Passage Key Trl		
Shrewsbury, MA 01545-6248	4,988	6.21%	Xenia, OH 45385-9204	2,588	9.85%
Class R			Raymond James & Assoc Inc CSDN		
AllianceBernstein L.P.			FBO Robert A Ackerman IRA		
Attn: Brent Mather-Seed Acct			1044 Wedgestone Ct		
1 N Lexington Ave			Dayton, OH 45458-3992	1,553	5.91%
White Plains, NY 10601-1712	1,000	100.00%	Class C		
Class K			AllianceBernstein L.P.		
Orchard Trust Co LLC TTEE			Attn: Brent Mather-Seed Acct		
FBO Wright Ginsberg Brusilow PC			1 N Lexington Ave		
401K PSP			White Plains, NY 10601-1712	1,000	9.17%
8515 E Orchard Rd 2T2			MG Trust Company Cust FBO		
Greenwood Village, CO 80111-5002	73,056	98.65%	Roy Fertakos		
Class 2			700 17th St Ste 300		
AllianceBernstein L.P.			Denver, CO 80202-3531	777	7.13%
Attn: Brent Mather-Seed Acct			NFS LLC FEBO		
1 N Lexington Ave			NFS/FMTC IRA		
White Plains, NY 10601-1712	993,000	100.00%	FBO Louise Bennett		
AllianceBernstein Bond Fund—AllianceBernstein Multi-Asset Inflation Strategy			521 Lewisham Ave		
			Kettering, OH 45429-5942	842	7.72%
Class A			NFS LLC FEBO		
Ommund D Skaar, Michael W Stern			NFS/FMTC Ira		
Mary E Burmann TTEES			FBO Robert A Coffey		
Of Askar Holding Co 401K PSP			8329 Bunnell Hill Rd		
Dtd 1-1-93 FBO Mary Ellen Burmann			Springboro, OH 45066-9371	5,181	47.52%
8101 34th Ave S., Ste 300			Raymond James & Assoc Inc		
Bloomington, MN 55425-1694	4,049	15.42%	FBO Joan F Ehrenbeck TTEE		
Raymond James & Assoc Inc CSDN			U/A Dtd Aug 16, 1999		
FBO Daniel G Baker IRA			Joan F Ehrenbeck 1999 Rev Tr		
5236 Cottage View Ct			Galloway Ridge Apt A-308		
Liberty Township, OH			Pittsboro, NC 27312-8658189	1,106	10.15%
45011-9267366	1,576	6.00%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Raymond James & Assoc Inc FBO William T Kensingler 218 Funkhouser Hall Annville, PA 17003-1447184	1,053	9.65%	AllianceBernstein Bond Fund— AllianceBernstein Municipal Bond Inflation Strategy		
Class ADV			Class A		
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	2,632	9.30%	Charles Schwab & Co. For The Exclusive Benefit Of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	418,101	19.79%
RBC Capital Markets Corp FBO James B Bergacker Individual Retirement Account P.O. Box 1328 Minocqua, WI 54548-1328	2,070	7.32%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	128,067	6.06%
RBC Capital Markets Corp FBO Roger D Gregg Individual Retirement Account 4829 Flying Cloud Way Carlsbad, CA 92008-3787	4,078	14.42%	NFS LLC FBO Michael Serling Elaine Serling 5156 Deer Run Cir Orchard Lake, MI 48323-1508	187,742	8.88%
RBC Capital Markets Corp FBO Steven R Wilson IRA Rollover 8600 E Via De Ventura Ste 201 Scottsdale, AZ 85258-3325	3,148	11.13%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	557,579	26.39%
Sanford Bernstein & Co LLC 1 N Lexington Ave White Plains, NY 10601-1712	7,597	26.86%	Raymond James & Assoc Inc FBO Benetta Buell-Wilson & Barry Wilson TTEE Wilson Family Trust 6473 Del Paso Ave San Diego, CA 92120-3137732	150,341	7.11%
Sanford Bernstein & Co LLC 1 N Lexington Ave White Plains, NY 10601-1712	3,706	13.10%	Class C		
Sanford Bernstein & Co LLC 1 N Lexington Ave White Plains, NY 10601-1712	1,799	6.36%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	64,830	7.90%
Class R			First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	49,097	5.98%
AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	1,000	100.00%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	53,251	6.49%
Class K			Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	163,380	19.92%
AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	993,000	100.00%			
Class 2					
AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712					

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class ADV			MLPF&S for the Sole Benefit of its Customers		
Charles Schwab & Co. For The Exclusive Benefit Of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	77,668	22.94%	Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Flr Jacksonville, FL 32246-6484	154,014	23.19%
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	48,447	14.31%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II, 3rd Flr Jersey City, NJ 07311	38,793	5.84%
Class 2			Class ADV		
LPL Financial FBO Customer Accounts Attn: Mutual Fund Operations P.O. Box 509046 San Diego, CA 92150-9046	99,404	29.36%	Citigroup Global Markets 333 West 34th Street 3rd Flr New York, NY 10001-2402	408,682	59.78%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	35,120	10.37%	MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Flr Jacksonville, FL 32246-6484	57,980	8.48%
AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	996,000	100.00%	Sanford Bernstein & Co LLC One North Lexington Avenue White Plains, NY 10601-1712	44,661	6.53%
AllianceBernstein Cap Fund—AllianceBernstein Small Cap Growth Portfolio			Class I		
Class A			FILOC as Agent for Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987		
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Flr Jacksonville, FL 32246-6484	496,231	8.23%	JPMorgan Chase as Trustee for the CUST FBO Coca-Cola Enterprises Inc Matched Employee Savings and Investment Plan 9300 Ward Parkway Kansas City, MO 64114-3317	1,740,470	24.25%
Morgan Stanley Smith Barney Harborside Financial Center Plaza II, 3rd Flr Jersey City, NJ 07311	456,167	7.56%	MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Flr Jacksonville, FL 32246-6484	887,497	12.37%
Class C			PIMS/Prudential Retirement as Nominee for the TTEE/CUST Greenville Hospital System RETI 701 Grove Road Greenville, SC 29605-5611		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th Street, 3rd Flr New York, NY 10001-2402	63,932	9.63%	Vanguard Fiduciary Trust Co. P.O. Box 2600 Valley Forge, PA 19482-2600	541,775	7.55%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market Street Saint Louis, MO 63103-2523	39,921	6.01%	Capital Bank & Trust Company TTEE F Collins Electrical Co Inc 401K PSP 8515 E Orchard Road 2T2 Greenwood Village, CO 80111-5002	2,207,688	30.76%
				16,078	6.02%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Medical Consultants PC 401(k) Plan Attn: Gary Wangler Personal and Confidential 2525 West University Avenue, Suite 300 Muncie, IN 47303-3400	15,784	5.91%	LPL Financial 9785 Towne Centre Drive San Diego, CA 92121-1968	512	7.08%
Orchard Trust Co LLC TTEE FBO Fragomen Del Rey Bernsen & Loewy LLP 8515 East Orchard Road 2T2 Greenwood Village, CO 80111-5002	57,265	21.43%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II, 3rd Floor Jersey City, NJ 07311	5,728	79.11%
Class R			Class ADV		
American United Life Cust FBO American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	22,722	8.40%	AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 North Lexington Avenue White Plains, NY 10601-1712	95,000	98.37%
Counsel Trust DBA MATC FBO Independent Pipe & Supply Corp 401 K Plan 1251 Waterfront Pl Suite 525 Pittsburgh, PA 15222-4228	26,361	9.74%	AllianceBernstein Core Opportunities Fund		
New York Life Trust Co FBO Regency Energy Partners 401K Plan 51 Madison Avenue, Room 117A New York, NY 10010-1603	51,262	18.95%	Class A		
Select Sales Inc TTEE FBO Select Sales Inc & Assoc COS EES PS C/O Fascore LLC 8515 E Orchard Road 2T2 Greenwood Village, CO 80111-5002	13,926	5.15%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	338,100	5.20%
State Street Corporation TTEE C/F APD Access 1 Lincoln Street Boston, MA 02111-2901	38,062	14.07%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	383,214	5.89%
AllianceBernstein Cap Fund—AllianceBernstein U.S. Strategic Research Portfolio			Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	642,068	9.87%
Class A			Class B		
Charles Schwab & Co. For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	8,213	13.03%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	97,939	5.24%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	51,505	81.74%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	243,272	13.02%
Class C			Class C		
AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 North Lexington Avenue White Plains, NY 10601-1712	1,000	13.81%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	97,852	5.18%
			MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	261,706	13.86%
			Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	474,172	25.11%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class R			AllianceBernstein Corporate Shares—Corporate Income Shares		
American United Life Cust FBO American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	4,433	22.82%	Citigroup Global Markets Inc 333 West 34th Street – 3rd Floor New York, NY 10001-2402	1,586,668	50.26%
Class S			AllianceBernstein Diversified Yield Fund		
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	6,721	34.60%	Class A		
GPC As Agent For Reliance Trust Company FBO Cedar Mill Community Library 403B P.O. Box 79377 Atlanta, GA 30357-7377	1,101	5.67%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	300,192	5.84%
Reliance Trust Co Cust FBO Our Community Hospital 401K P.O. Box 48529 Atlanta, GA 30362-1529	3,112	16.02%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	301,068	5.86%
Class K			Class B		
Frontier Trust Co FBO First National Bank & Trust Co Of V P.O. Box 10758 Fargo, ND 58106-0758	3,489	9.71%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	282,701	5.50%
Nationwide Trust Company FSB c/o IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	3,968	11.04%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,152,305	22.43%
Orchard Trust Co LLC TTEE FBO Wright Ginsberg Brusilow PC 40IK PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	2,145	5.97%	Class C		
Orchard Trust Company LLC TTEE Cust Mansfield Tanick & Cohen PA 40IK Profit Sharing Plan 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	9,051	25.19%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	56,980	10.81%
Orchard Trust Company LLC TTEE Cust Weiss Berzowski Brady LLP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	16,671	46.39%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	54,826	10.41%
Class I			Class D		
AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	655	99.45%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	77,186	14.65%
			First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	148,740	9.39%
			MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	189,868	11.99%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	494,054	31.19%	AllianceBernstein Equity Income Fund		
Class ADV			Class A		
First Clearing, LLC Special Custody Acct for The Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	97,279	9.01%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	323,276	5.95%
NFS LLC FEBO Bank of America NA Jordan Hosp Ret Plan PO Box 831575 Dallas, TX 75283-1575	54,682	5.06%	MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	493,818	9.10%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	345,717	32.00%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	510,180	9.40%
RAM Trust Services 45 Exchange St Portland, ME 04101-5033	338,395	31.33%	Class B		
Class R			Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	41,287	5.03%
ING Enhanced K-Choice Trustee Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	17,021	29.92%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	66,843	8.15%
MG Trust Company Trustee Sanger & EBY Design PS & 401K PI 700 17th St Ste 300 Denver, CO 80202-3531	18,051	31.73%	MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	114,030	13.90%
State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	14,021	24.65%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	110,303	13.44%
Class K			Class C		
AllianceBernstein LP Attn: Brent Mather—Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	1,130	33.92%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	146,728	10.00%
Frontier Trust Co C/F Chelus Herdzik Speyer & Monte PC P.O. Box 10758 Fargo, ND 58106-0758	2,182	65.49%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	123,503	8.41%
Class I			MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	297,673	20.28%
AllianceBernstein LP Attn: Brent Mather—Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	1,130	99.99%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	120,747	8.23%	Class I Nationwide Trust Company PSB C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	2,183	6.54%
Class ADV Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	24,916	8.07%	PIMS/Prudential Retirement As Nominee For The TTEE/CUST Citrus Valley Health Partners 140 West College Street P.O. Box 6108 Covina, CA 91722-5108	20,874	62.55%
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	25,484	8.25%	PIMS/Prudential Retirement As Nominee For The TTEE/CUST Citrus Valley Health Partners 140 West College Street P.O. Box 6108 Covina, CA 91722-5108	10,141	30.39%
Merrill Lynch Pierce Fenner & Sm For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	63,361	20.52%	AllianceBernstein Exchange Reserves Class B Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	2,549,985	6.63%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	31,501	10.20%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	2,582,447	6.71%
Class R Capital Bank & Trust Company TTEE F Ashok & Yogini Kathari PSP 401K 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	28,408	21.63%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	2,867,285	7.45%
GPC As Agent For Reliance Trust Company FBO Ram Mechanical Serv Inc PSP & Trust P.O. Box 79377 Atlanta, GA 30357-7377	11,903	9.06%	Class C Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	2,105,059	7.24%
State Street Corporation TTEE C/F ADP Access 1 Lincoln St Boston, MA 02111-2901	20,058	15.27%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	1,929,458	6.64%
Class K Nationwide Trust Company PSB C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	37,192	60.02%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,520,779	5.23%
Orchard Trust Co LLC TTEE Aaronson Dickerson Cohn & Lanzonie APC 401K PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	3,299	5.32%	Class ADV Collegebound Fund Aggressive Growth Emphasis Age Based Portfolio 1990-1992 1345 Avenue Of The Americas New York, NY 10105-0302	11,163,998	7.45%
Orchard Trust Company LLC TTEE CUST TIB Insurance Brokers Inc 401K 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	12,724	20.53%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Collegebound Fund Aggressive Growth Emphasis Age Based Portfolio 1993-1995 1345 Avenue Of The Americas New York, NY 10105-0302	15,220,352	10.16%	Class K Orchard Trust Co LLC TTEE CUST FBO Kason Industries Inc 8515 E Orchard Rd # 2T2 Greenwood Village, Co 80111-5002	3,688,667	8.62%
Collegebound Fund Aggressive Growth Emphasis Age Based Portfolio 1996-1998 1345 Avenue Of The Americas New York, NY 10105-0302	7,952,361	5.31%	Wilmington Trust Co TTEE FBO Spherion Corp Deferred Compensation Plan C/O Mutual Funds P.O. Box 8971 Wilmington, DE 19899-8971	2,631,454	6.15%
Collegebound Fund Growth Emphasis Age Based Portfolio 1990-1992 1345 Avenue Of The Americas New York, NY 10105-0302	26,570,982	17.74%	Class I Orchard Trust Company LLC TTEE Cust Muskegon Surgical Associates PC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	851,109	31.23%
Collegebound Fund Growth Emphasis Age Based Portfolio 1993-1995 1345 Avenue Of The Americas New York, NY 10105-0302	32,938,393	21.99%	Orchard Trust Company LLC TTEE Cust Worldwide Dreams Deferred Comp Pl 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111	338,841	12.43%
Collegebound Fund Growth Emphasis Age Based Portfolio 1996-1998 1345 Avenue Of The Americas New York, NY 10105-0302	21,334,388	14.25%	Orchard Trust Company LLC TTEE Cust Group Pension Plan For Employees 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	175,133	6.43%
Collegebound Fund Age Based Portfolio (1999-2001) AB Pooling: Exchange Reserves-ADV 8000 IH10 West San Antonio, TX 78230-3802	12,473,897,710	8.33%	Orchard Trust Company LLC TTEE Cust Webcor Builders 401K PSP P.O. Box 85484 San Diego, CA 92186-5484	1,360,497	49.92%
Class R Counsel Trust DBA Mid Atlantic Trust Co FBO S P Skinner Co Inc 401K PSP & Trust 1251 Waterfront Pl Ste 252 Pittsburgh, PA 15222-4228	1,191,590	19.17%	AllianceBernstein Fixed-Income Shares Sanford C Bernstein Fund Inc Overlay A Portfolio STIF-GOVT 1345 Avenue Of Americas New York, NY 10105	297,245,759	11.28%
Peter T Mckean FBO Townsend Management Inc 401k PSP & Trust P.O. Box 24442 San Francisco, CA 94124-0442	413,295	6.65%	Sanford C Bernstein Fund Inc Overlay B Portfolio STIF-GOVT 1345 Avenue Of Americas New York, NY 10105	156,493,498	5.94%
			Sanford C Bernstein Fund Inc Tax Aware Overlay A Portfolio STIF-GOVT 1345 Avenue Of Americas New York, NY 10105	566,278,879	21.48%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Sanford C Bernstein Fund Inc Tax Aware Overlay B Portfolio STIF-GOVT 1345 Avenue Of Americas New York, NY 10105	217,181,990	8.24%	MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	20,622,750	26.21%
AllianceBernstein Global Bond Fund			Class A		
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	11,417,906	5.63%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	5,743,056	7.30%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	20,934,465	10.33%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	6,168,717	7.84%
Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	11,867,135	5.86%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	5,890,855	7.49%
Class B			Class ADV		
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	11,569,025	5.71%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	9,986,093	20.79%
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	1,055,067	10.66%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	7,544,088	15.71%
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	546,286	5.52%	Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	20,082,851	41.81%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,040,819	10.51%	Class R		
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	1,545,763	15.61%	State Street Corporation TTEE C/F ADP Access 1 Lincoln St Boston, MA 02111-2901	806,995	64.53%
Class C			Class K		
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	7,186,635	9.13%	Orchard Trust Co LLC TTEE FBO Miami Diver Inc 401(K) PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	27,889	22.09%
			Wilmington Trust Company C/F Torrance Health Association 403B P C/O Mutual Funds P.O. Box 8880 Wilmington, DE 19899-8880	10,907	8.64%
			Providence Ear Nose & Throat Assoc Inc 401K PS Plan Steven W. Fisher TTEE 2112 Providence Ave Chester, PA 19013-5507	6,416	5.08%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Orchard Trust Co LLC TTEE FBO The Office Furniture Warehouse 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	18,127	14.36%	Class C MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	43,338	29.90%
Orchard Trust Co LLC TTEE FBO Stoner, Albright & Company Retirement Plan 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	40,407	32.01%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	21,845	15.07%
Class I Converse College 580 E Main St Spartanburg, SC 29302-0006	451,585	55.14%	Class ADV PIMS/Prudential Retirement As Nominee For The TTEE/Cust Pl 007 AllianceBernstein L.P. 1345 Avenue Of The Americas 11th Floor New York, NY 10105-0302	967,931	23.48%
Comerica Bank Trustee Clark Hill PLC Pension Plan P.O. Box 75000 Detroit, MI 48275	178,065	21.74%	Vanguard FID Trust Co FBO Kaiser Perm Supp Re Pl P.O. Box 2600 Valley Forge, PA 19482-2600	426,243	10.34%
AllianceBernstein Global Growth Fund			Vanguard FID Trust Co FBO Kaiser Perm Tax Shel Ann Pl P.O. Box 2600 Valley Forge, PA 19482-2600	937,801	22.75%
Class A Charles Schwab & Co. For The Exclusive Benefit Of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	24,849	6.68%	Vanguard Fiduciary Trust Co FBO Kaiser Permanente 401 K Ret Pl P.O. Box 2600 Valley Forge, PA 19482-2600	1,380,653	33.49%
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	34,434	9.25%	Class R AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	393	14.24%
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	29,763	8.00%	Chris Weddle FBO Weddle Industries 401K PSP & Trust 7200 Hollister Ave Ste C Goleta, CA 93117-2884	1,241	44.95%
Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	29,658	7.97%	Dunbar & Brawn Construction FBO Alan Brawn 401 K Suite 600 805 South Wheatley Ridgeland, MS 39157	1,078	39.06%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	24,084	6.47%	Class K Orchard Trust Co LLC TTEE FBO New England Dermatology PC 401(K) Plan And Trust 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	17,988	37.49%
Class B MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	24,624	26.54%			
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	7,811	8.42%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Sanford Bernstein & Co LLC 1 N Lexington Ave White Plains, NY 10601-1712	27,457	57.23%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	303,498	16.10%
<u>Class I</u>			<u>Class ADV</u>		
AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	689	99.98%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	246,136	40.01%
AllianceBernstein Global Real Estate Investment Fund			MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484		
<u>Class A</u>			Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	408,536	5.90%	Jersey City, NJ 07311	50,336	8.18%
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	697,297	10.07%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	53,244	8.65%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	383,015	5.53%	<u>Class R</u>		
<u>Class B</u>			State Street Corporation TTEE C/F ADP Access 1 Lincoln St Boston, MA 02111-2901		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	36,350	5.48%	Boston, MA 02111-2901	37,998	7.44%
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	36,653	5.52%	<u>Class K</u>		
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	54,928	8.28%	Orchard Trust Company LLC TTEE Cust AEA Investors LLC 401K Sav Pl 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111		
<u>Class C</u>			Greenwood Village, CO 80111		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	114,772	6.09%	<u>Class I</u>		
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	444,213	23.56%	Group Pension Plan for Employees 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002		
			FIIOC as Agent for Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987		
			Orchard Trust Company LLC TTEE Cust George Little Mgmt LLC 401K PSP P.O. Box 85484 San Diego, CA 92186-5484		
			Orchard Trust Company LLC TTEE Cust Webcor Builders 401K PSP P.O. Box 85484 San Diego, CA 92186-5484		
			San Diego, CA 92186-5484		
			111,921 51.24%		

<u>Name and Address</u>	<u>No. of Shares of Class</u>	<u>% of Class</u>	<u>Name and Address</u>	<u>No. of Shares of Class</u>	<u>% of Class</u>
AllianceBernstein Global Thematic Growth Fund			MLPF&S		
Class A			For The Sole Benefit Of Its Customers		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	759,997	5.73%	Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	380,166	17.39%
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	1,009,516	7.62%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	134,340	6.14%
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,044,292	7.88%	Class ADV		
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	695,334	5.25%	Citigroup Global Markets 333 West 34th St-3rd Floor New York, NY 10001-2402	83,938	8.81%
State Street Corporation TTEE C/F ADP Access 1 Lincoln St Boston, MA 02111-2901	869,063	6.56%	Collegebound Fund CBF-Global Thematic Growth Customized Allocation 1345 Avenue Of The Americas New York, NY 10105-0302	215,715	22.64%
Class B			First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	110,982	11.65%
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	66,638	5.05%	LPL Financial FBO Customer Accounts Attn: Mutual Fund Operations P.O. Box 509046 San Diego, CA 92150-9046	48,791	5.12%
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	98,340	7.45%	Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	154,134	16.18%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	77,380	5.86%	PIMS Prudential Retirement As Nominee For The TTEE/CUST AllianceBernstein LP. 1345 Avenue Of The Americas 11th Floor New York, NY 10105-0302	145,172	15.24%
Class C			Class R		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	270,644	12.38%	GPC Securities Inc Agent For Reliance Trust Company FBO Shoe Show, Inc. Ret. Savings Plan P.O. Box 79377 Atlanta, GA 30357-7377	17,720	19.07%
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	225,765	10.33%	GPC Securities Inc Agent For Reliance Trust Company FBO Signet Electronics Systems Inc 40IK P.O. Box 79377 Atlanta, GA 30357-7377	6,171	6.64%
			ING Enhanced K-Choice Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	11,878	12.79%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	5,853	6.30%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	246,414	9.88%
Class K			Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	128,482	5.15%
Medical Consultants PC 401K Plan Attn: Gary Wangler Personal And Confidential 2525 W University Ave Ste 300 Muncie, IN 47303-3400	6,110	8.39%	Class B		
Orchard Trust Company LLC TTEE Cust Varitronics Inc Employees Ps 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	3,697	5.08%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	132,069	16.83%
Orchard Trust Co LLC TTEE FBO Fragomen Del Ray Bernsen & Loewy LLP 8515 E Orchard Rd # 2T2 Greenwood Village, CO 80111-5002	17,163	23.57%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	45,029	5.74%
Orchard Trust Co LLC TTEE FBO Perelson Weiner 401(K) Plan & Trust 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	4,059	5.57%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	77,546	9.88%
Stanley Creations Inc PSP 1414 Willow Ave Melrose Park, PA 19027-3197	9,728	13.36%	Class C		
Class I			First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	88,772	8.33%
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	22,398	28.69%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	200,507	18.81%
PIMS/Prudential Retirement As Nominee For The TTEE/Cust Pl Robert Wood Johnson Hospital 181 Somerset St Ste 1 New Brunswick, NJ 08901-2061	36,277	46.46%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	63,115	5.92%
Wachovia Bank FBO TCS America 401 K Plan 1525 West Wt Harris Blvd Charlotte, NC 28262-8522	17,142	21.96%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	87,565	8.21%
AllianceBernstein Greater China '97 Fund			Class ADV		
Class A			LPL Financial FBO Customer Accounts Attn: Mutual Fund Operations P.O. Box 509046 San Diego, CA 92150-9046	19,732	6.65%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6485	236,135	9.47%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	24,422	8.23%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	210,289	8.43%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St FL 3 New York, NY 10001-2402	21,509	7.25%	Class C Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St 3rd Floor New York, NY 10001-2402	6,555,280	10.34%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	20,514	6.91%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	6,321,783	9.97%
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	36,573	12.33%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	16,214,114	25.57%
MG Trust Company FBO Greenbrook IMA 700 17th St Ste 300 Denver, CO 80202-3531	30,010	10.11%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	4,145,270	6.54%
AllianceBernstein Growth and Income Fund			Class ADV Citigroup Global Markets 333 West 34th St 3rd Floor New York, NY 10001-2402	5,048,982	18.71%
Class A First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	28,000,306	7.20%	Collegebound Fund CBF-Growth & Income Customized Portfolio 529 Plan 1345 Avenue of the Americas New York, NY 10105-0302	13,635,341	50.52%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	26,286,346	6.76%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	1,916,693	7.10%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	21,035,587	5.41%	Merrill Lynch Mutual Fund Operations 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	2,464,082	9.13%
State Street Corporation TTEE C/F ADP Access 1 Lincoln St Boston, MA 02111-2901	23,126,982	5.95%	Class I Suntrust Bank Heritage Medical Assoc PC 401K PSP 8515 E Orchard Rd #2T2 Englewood, CO 80111-5002	465,625	100.00%
Class B First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	2,450,975	7.23%	Class K Gastrointestinal Spec Inc 401K PSP 10 Presidential Blvd Ste 124 Bala Cynwyd, PA 19004-1107	84,064	5.87%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	2,140,029	6.31%	Nationwide Trust Company FSB C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	112,769	7.87%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	3,073,991	9.06%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Orchard Trust Company LLC TTEE Cust Advertising Council Inc 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	80,441	5.62%	AllianceBernstein High Income Fund		
Orchard Trust Company LLC TTEE Cust Bowie Gridley Architects PLL 401K 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	87,054	6.08%	Class A		
Orchard Trust Company LLC TTEE Cust Karnak Corporation Savings & Investment Plan 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	105,270	7.35%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 West 34th Street, Floor 3 New York, NY 10001-2402	6,845,560	5.69%
Orchard Trust Company LLC TTEE Cust Minnesota Surgical Associates PA 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	134,713	9.40%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	9,019,745	7.50%
Orchard Trust Company LLC TTEE Cust TIB Insurance Brokers Inc 401K 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	377,639	26.36%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Flr Jacksonville, FL 32246-6484	9,429,798	7.84%
Orchard Trust Company LLC TTEE Cust Valensi Rose & Magaram 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	97,062	6.78%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	11,518,503	9.58%
Class R			Class B		
GPC Securities Inc Agent for Reliance Trust Company FBO Delstar 401(K) Plan P.O. Box 79377 Atlanta, GA 30357-7377	128,230	14.01%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 West 34th Street, Floor 3 New York, NY 10001-2402	269,043	5.71%
Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	195,733	21.39%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market Street Saint Louis, MO 63103-2523	625,698	13.29%
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	161,073	17.60%	MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Flr Jacksonville, FL 32246-6484	468,843	9.96%
MG Trust Co Cust FBO Engines Inc 401K PS 700 17th St., Ste 300 Denver, CO 80202-3531	48,951	5.35%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	454,203	9.65%
MG Trust Co Cust FBO Redmon Peyton & Braswell LLP 700 17th St., Ste 300 Denver, CO 80202-3531	62,664	6.85%	Class C		
MG Trust Co Cust FBO Southern Marketing Affiliates 700 17th St., Ste 300 Denver, CO 80202-3531	80,122	8.76%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 West 34th Street, Floor 3 New York, NY 10001-2402	7,044,456	15.47%
			First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	5,034,613	11.05%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Flr Jacksonville, FL 32246-6484	10,429,690	22.90%	Joseph R. Burlin 401(k) Profit Sharing Plan 1805 North Carolina Street, Suite 405 Stockton, CA 95204	21,743	12.72%
Morgan Stanley Smith Barney Harborside Financial Center Plaza II, 3rd Floor Jersey City, NJ 07311	2,389,692	5.25%	Orchard Trust Company LLC TTEE Cust Chastang Enterprises Inc. 401K Plan 8515 East Orchard Road 2T2 Greenwood Village, CO 80111-5002	11,172	6.54%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	2,987,470	6.56%	Orchard Trust Company LLC TTEE Cust Informa Fin Infor Inc Def Comp PI 8515 East Orchard Road 2T2 Greenwood Village, CO 80111-5002	34,949	20.44%
Class ADV			Class R		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 West 34th Street, Floor 3 New York, NY 10001-2402	5,075,981	17.48%	Orchard Trust Company LLC TTEE Cust TIB Insurance Brokers Inc. 401K 8515 East Orchard Road 2T2 Greenwood Village, CO 80111-5002	34,652	20.27%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market Street Saint Louis, MO 63103-2523	7,410,390	25.52%	Orchard Trust Company LLC TTEE Cust Valensi Rose & Magaram 8515 East Orchard Road 2T2 Greenwood Village, CO 80111-5002	30,432	17.80%
LPL Financial FBO Customer Accounts Attn: Mutual Fund Operations P.O. Box 509046 San Diego, CA 92150-9046	1,595,973	5.50%	Capital Bank & Trust Company Cust FBO Advanced Analogic Technologies Inc. 401K Plan C/O PlanPremier/FASCore, LLC 8515 East Orchard Road 2T2 Greenwood Village, CO 80111-5002	60,100	5.12%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Flr Jacksonville, FL 32246-6484	7,202,836	24.80%	ING Enhanced K-Choice Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	178,240	15.19%
PIMS/Prudential Retirement as Nominee for the TTEE/CUST AllianceBernstein L.P. 1345 Avenue of the Americas 11th Floor New York, NY 10105-0302	1,530,246	5.27%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Floor Jacksonville, FL 32246-6484	275,046	23.44%
Class I			Class A		
MAC & Co Attn: Mutual Fund Ops P.O. Box 3198 Pittsburgh, PA 15230-3198	1,122,510	94.49%	NFS LLC FEBO Reliance Trustco Trustee Custodian TR FBO Various Ret Plans 1150 S Olive Street Los Angeles, CA 90015-2211	64,944	5.53%
Class K			AllianceBernstein International Growth Fund		
Frontier Trust Co FBO Alexander Nicholson Inc Profit SH P.O. Box 10758 Fargo, ND 58106-0758	9,887	5.78%	Class A MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Floor Jacksonville, FL 32246-6484	6,101,052	8.26%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Morgan Stanley Smith Barney Harborside Financial Center Plaza II, 3rd Floor Jersey City, NJ 07311	5,458,999	7.39%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 West 34th Street, Floor 3 New York, NY 10001-2402	1,624,966	6.82%
Class B			Class I		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 West 34th Street, Floor 3 New York, NY 10001-2402	469,587	12.38%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market Street Saint Louis, MO 63103-2523	3,871,215	16.24%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market Street Saint Louis, MO 63103-2523	417,496	11.00%	MassMutual Financial Group Cust FBO Massachusetts Mutual Insurance Company 1295 State Street #C105 Springfield, MA 01111-0001	1,711,082	7.18%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Floor Jacksonville, FL 32246-6484	600,853	15.84%	Merrill Lynch Mutual Fund Admin 4800 Deer Lake Drive East, 2nd Floor Jacksonville, FL 32246-6484	2,641,786	11.08%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	301,772	7.95%	Class I		
Class C			APS Foundation, Inc. 400 N 5th Street Phoenix, AZ 85004-3902	164,623	6.68%
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 West 34th Street, Floor 3 New York, NY 10001-2402	2,684,391	16.62%	DCGT Trustee & OR Custodian FBO Principal Financial Group Qualified Prin Advtg Omnibus Attn: NPIO Trade Desk 711 High Street Des Moines, IA 50392-0001	352,674	14.32%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market Street Saint Louis, MO 63103-2523	1,188,381	7.36%	Sanford Bernstein & Co., LLC One North Lexington Avenue White Plains, NY 10601-1712	357,538	14.52%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Floor Jacksonville, FL 32246-6484	4,221,003	26.13%	Sanford Bernstein & Co., LLC One North Lexington Avenue White Plains, NY 10601-1712	621,380	25.23%
Morgan Stanley Smith Barney Harborside Financial Center Plaza II, 3rd Floor Jersey City, NJ 07311	899,637	5.57%	Wells Fargo Bank NA Custodian FBO Penn State Milton S Hershey Med Cn C/O Fascore, LLC 8515 East Orchard Road 2T2 Greenwood Village, CO 80111-5002	414,804	16.84%
Class ADV			Wells Fargo Bank, NA FBO Good Sam Hosp PP P.O. Box 1533 Minneapolis, MN 55480-1533	195,154	7.92%
Charles Schwab & Co. For the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	7,320,256	30.71%	Class K		
			AIG Retirement Services Company FBO Morristown-Hamblen Hospital 401K Plan 2929 Allen Parkway A6-20 Houston, TX 77019-2155	78,323	8.05%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Floor Jacksonville, FL 32246-6484	78,154	8.03%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	2,953,850	5.88%
Nationwide Trust Company FSB C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	321,313	33.02%	Class B MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Floor Jacksonville, FL 32246-6484	598,211	10.89%
NFS LLC FEBO State Street Bank Trust Co. TTEE Various Retirement Plans 4 Manhattanville Road Purchase, NY 10577-2139	66,490	6.83%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	308,526	5.62%
Orchard Trust Co LLC Trust/Cust FBO Retirement Plans 8515 East Orchard Road 2T2 Greenwood Village, CO 80111-5002	63,954	6.57%	Class C Citigroup Global Markets House Account Attn: Cindy Tempesta 333 West 34th Street, 3rd Floor New York, NY 10001-2402	869,107	8.00%
Wilmington Trust Co. Custodian FBO Littleton Regional Hosp Tax Shelter C/O Mutual Funds P.O. Box 8880 Wilmington, DE 19899-8880	58,330	5.99%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market Street Saint Louis, MO 63103-2523	1,251,469	11.52%
Class R Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	695,099	20.32%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Floor Jacksonville, FL 32246-6484	3,022,767	27.83%
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Floor Jacksonville, FL 32246-6484	428,962	12.54%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	599,588	5.52%
AllianceBernstein Large Cap Growth Fund			Class ADV Citigroup Global Markets 333 West 34th Street, 3rd Floor New York, NY 10001-2402	953,756	6.80%
Class A First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market Street Saint Louis, MO 63103-2523	3,834,528	7.64%	CollegeBound Fund CBF – Premier Growth Customized Allocation 529 Plan 1345 Avenue of the Americas New York, NY 10105-0302	1,823,260	13.00%
Merrill Lynch Life Insurance Company ML – IRA Annuity 4333 Edgewood Road NE Cedar Rapids, IA 52499-0001	4,902,694	9.76%	Class I NFS LLC FEBO State Street Bank Trust Co TTEE Various Retirement Plans 4 Manhattanville Road Purchase, NY 10577-2139	588,625	39.02%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Floor Jacksonville, FL 32246-6484	5,578,025	11.11%	Orchard Trust Company LLC TTEE Cust George Little Mgmt LLC 401(k) PSP 8515 East Orchard Road 2T2 Greenwood Village, CO 80111-5002	123,861	8.21%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Orchard Trust Company LLC TTEE Cust J. D'Addario & Company 8515 East Orchard Road 2T2 Greenwood Village, CO 80111-5002	85,201	5.65%	MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	4,372,629	7.84%
PIMS/Prudential Retirement as Nominee for the TTEE/CUST AllianceBernstein L.P. 1345 Avenue of the Americas 11th Floor New York, NY 10105-0302	386,382	25.61%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	4,100,777	7.35%
Wilmington Trust RISC TTEE FBO MAXXAM Inc Pension Plan P.O. Box 52129 Phoenix, AZ 85072-2129	86,193	5.71%	Class B Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	59,396	10.66%
Class K Kauff Mc Clain & Mc Guire 401K 950 3rd Ave Fl 15 New York, NY 10022-2729	171,637	8.74%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	42,635	7.65%
Class R Emjayco FBO Keppler Associates, Inc. 401K 8515 East Orchard Road #2T2 Greenwood Village, CO 80111-5002	13,448	7.70%	MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	60,564	10.87%
Jimmy R. Adkins FBO Jackson Howell & Associates 401K PSP & Trust 7240 Goodlett Farms Parkway Suite 101 Cordova, TN 38106-4925	11,109	6.36%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	31,873	5.72%
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Drive East, 2nd Floor Jacksonville, FL 32246-6484	31,456	18.01%	Class C Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	1,234,413	11.25%
Penfirm Co. P.O. Box 3327 Omaha, NE 68103-0327	14,325	8.20%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	1,184,934	10.80%
AllianceBernstein Municipal Income Fund— California Portfolio					
Class A Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York NY, 10001-2402	4,782,757	8.57%	MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	2,691,227	24.53%
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	5,835,555	10.46%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	807,544	7.36%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class ADV			Class C		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	224,796	20.28%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	1,050,993	23.47%
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	396,161	35.75%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	548,018	12.24%
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	233,982	21.11%	MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	446,273	9.97%
NFS LLC FEBO Clinton Wayne London TTEE Clinton Wayne London INT VIVO TR U/A 1/30/91 6400 Sierra Hills Ct Bakersfield, CA 93308-6507	119,601	10.79%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	1,036,295	23.14%
AllianceBernstein Municipal Income Fund— AllianceBernstein High Income Municipal Portfolio			Class ADV		
Class A			Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	1,847,671	15.08%	New York, NY 10001-2402	527,871	9.39%
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	979,745	8.00%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	419,104	7.45%
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	745,180	6.08%	LPL Financial FBO Customer Accounts Attn: Mutual Fund Operations P.O. Box 509046 San Diego, CA 92150-9046	407,576	7.25%
Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	2,175,528	17.76%	MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	2,366,378	42.08%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,104,533	9.01%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	830,789	14.77%
			Sanford Bernstein & Co LLC 1 N Lexington Ave White Plains, NY 10601-1712	462,707	8.23%

<u>Name and Address</u>	<u>No. of Shares of Class</u>	<u>% of Class</u>	<u>Name and Address</u>	<u>No. of Shares of Class</u>	<u>% of Class</u>
AllianceBernstein Municipal Income Fund— National Portfolio			Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052		
Class A			Class ADV		
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	6,038,187	8.68%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	543,635	8.99%
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	4,810,326	6.91%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	832,192	13.76%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	4,478,647	6.44%	Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,114,181	18.42%
Class B			AllianceBernstein Municipal Income Fund—New York Portfolio		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	83,779	5.81%	Class A		
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	174,351	12.09%	First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	2,916,675	5.79%
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	217,901	15.12%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	9,457,615	18.76%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	133,303	9.25%	Class B		
Class C			MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484		
First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	1,508,954	10.25%	4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	162,045	5.91%
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	4,707,963	31.99%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	405,396	14.78%
Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	742,283	5.04%	Class C		
			Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	434,940	5.25%
			First Clearing, LLC Special Custody Acct For The Exclusive Benefit Of Customer 2801 Market St Saint Louis, MO 63103-2523	874,006	10.55%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
MLPF&S For The Sole Benefit Of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,495,121	18.04%	Class C First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	370,899	11.06%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,066,085	12.86%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	417,008	12.43%
Class ADV Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	877,733	78.21%	AllianceBernstein Municipal Income Fund II— Massachusetts Portfolio Class A MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,129,775	6.83%
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	112,021	9.98%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,399,619	8.46%
AllianceBernstein Municipal Income Fund II— Arizona Portfolio Class A Edward D Jones & Co Attn: Mutual Fund Shareholder Acctg 201 Progress Pkwy Maryland Heights, MO 63043-3009	721,253	5.05%	Class B MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	28,845	5.99%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	796,877	5.58%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	31,220	6.49%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	841,078	5.89%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	52,588	10.93%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,140,362	7.98%	Class C Merrill Lynch Mutual Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	359,093	6.34%
Wells Fargo Investments LLC FBO Customer Accounts Attn: Mutual Fund Operations 625 Marquette Ave S 13th Floor Minneapolis, MN 55402-2323	890,855	6.24%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	417,931	7.38%
Class B Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	48,923	10.94%	AllianceBernstein Municipal Income Fund II— Michigan Portfolio Class A Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	616,329	9.11%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	480,752	7.10%	Kevin John Strangler & Sheila Catherine Strangler JTWROS 8212 Archer LN N Osseo, MN 55311-1852	4,798	6.46%
Class B			Class B		
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	58,689	18.10%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	7,133	9.61%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	36,851	11.37%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	3,718	5.01%
Class C			Class C		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	235,949	7.23%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	105,231	5.28%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	459,296	14.07%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	223,495	11.21%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	344,595	10.56%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	364,587	18.29%
AllianceBernstein Municipal Income Fund II— Minnesota Portfolio			AllianceBernstein Municipal Income Fund II— New Jersey Portfolio		
Class A			Class A		
NFS LLC FEBO Bremer Trust P.O. Box 986 Saint Cloud, MN 56302-0986	1,028,011	9.99%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	774,616	5.87%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,352,018	13.13%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	1,180,732	8.94%
Wells Fargo Investments LLC FBO Customer Accounts Attn: Mutual Fund Operations 625 Marquette Ave S 13th Floor Minneapolis, MN 55402-2323	576,100	5.60%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	733,062	5.55%
Class B			Class B		
Ameritrade Inc FBO P.O. Box 2226 Omaha, NE 68103-2226	5,162	6.95%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	712,163	5.39%
Cory J Bethell & Tracy Nahan Bethell TTEES Bethell Living Trust U/A DTD 04/20/2009 2668 Waterford Ct Saint Cloud, MN 56301-1716	6,380	8.59%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class B			MLPF&S		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	90,492	17.70%	For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,010,592	8.60%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	68,541	13.41%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,245,696	10.60%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	40,394	7.90%	Class B		
Class C			First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	195,380	5.01%	26,453	5.14%	
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	743,365	19.06%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484		
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,000,586	25.66%	Class C		
Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	212,327	5.44%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402		
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	211,204	5.42%	327,828	7.68%	
AllianceBernstein Municipal Income Fund II— Ohio Portfolio			First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523		
Class A			539,687	12.64%	
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	850,697	7.24%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	1,271,103	10.82%	934,673	21.89%	
			AllianceBernstein Municipal Income Fund II— Pennsylvania Portfolio		
			Class A		
			Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402		
			627,208	6.26%	
			First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523		
			1,141,210	11.38%	
			MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484		
			603,417	6.02%	

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	620,369	6.19%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,488,658	8.13%
Class B			Class B		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	44,155	9.35%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	31,388	6.81%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	49,069	10.39%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	118,783	25.78%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	59,105	12.52%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	35,878	7.79%
Class C			Class C		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	213,427	7.89%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	45,007	9.77%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	632,628	23.40%	Class C		
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	719,767	26.62%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	322,638	6.06%
AllianceBernstein Municipal Income Fund II— Virginia Portfolio			First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	1,297,068	24.35%
Class A			MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,196,498	22.46%
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	1,569,996	8.57%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	273,840	5.14%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	2,833,947	15.47%	AllianceBernstein Small/Mid Cap Growth Fund		
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,940,427	10.59%	Class B		
			MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	135,334	5.17%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	209,985	8.02%	GPC Securities Inc Agent for Reliance Trust Company FBO Dan's Farm Supply PSP P.O. Box 79377 Atlanta, GA 30357-7377	40,342	7.98%
Class C Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	198,077	6.88%	Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	133,369	26.38%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	169,730	5.89%	MG Trust Company Cust FBO Normandy Real Estate Management LL 700 17th St Suite 300 Denver, CO 80202-3531	26,478	5.24%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6486	476,453	16.54%	Class K Nationwide Trust Company FSB C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	234,799	32.90%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	181,949	6.32%	Orchard Trust Co LLC TTEE FBO IAI North America 401(K) Plan 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	44,118	6.18%
Class ADV Collegebound Fund CBF-Small/Mid-Cap Growth Customized Portfolio 529 Plan 1345 Avenue of the Americas New York, NY 10105-0302	4,759,325	68.53%	Orchard Trust Co LLC TTEE FBO Mahoney Ulbrich Christiansen & Russ PA PSP & Trust 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	42,768	5.99%
PIMS/Prudential Retirement As Nominee for the TTEE/Cust Pl AllianceBernstein L.P. 1345 Avenue of the Americas 11th Floor New York, NY 10105-0302	706,963	10.18%	Orchard Trust Company LLC TTEE Cust Muncie Surgical Associates Inc PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	55,101	7.72%
Class R American United Life Cust FBO American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	81,855	16.19%	Orchard Trust Company LLC TTEE Cust Palm Beach Heart Assoc PA PSP 8515 E Orchard Road 2T2 Greenwood Village, CO 80111-5002	60,098	8.42%
BPPR As Trustee FBO Tome & Ubinas Radio Oncology Center Retirement Plan Popular Street Building 153 Ponce de Leon Avenue, 8th Floor San Juan, PR 00917	26,644	5.27%	Orchard Trust Company LLC TTEE Cust Star CNC Machine Tool Corp 401K Pl 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111	41,849	5.68%
GPC Agent for Reliance Trust Co FBO Tri-State Trailer Sales Inc 401K P.O. Box 79377 Atlanta, GA 30357-7377	36,794	7.28%	Class I Orchard Trust Company LLC TTEE Cust Webcor Builders 401K PSP P.O. Box 85484 San Diego, CA 92186-5484	165,486	14.78%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Sanford Bernstein & Co. LLC 1 N Lexington Ave White Plains, NY 10601-1712	763,172	68.17%	Class ADV Collegebound Fund AllianceBernstein Value Fund Customized Allocation 1345 Avenue Of The Americas New York, NY 10105-0302	3,893,487	10.14%
Sanford Bernstein & Co. LLC 1 N Lexington Ave White Plains, NY 10601-1712	189,635	16.94%	Class R American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	55,879	13.82%
AllianceBernstein Trust—Value Fund			Class R Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	71,912	17.79%
Class A First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	589,941	6.08%	ING Enhanced K-Choice Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	27,779	6.87%
MLPF&S for the Sole Benefit of its Customers 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	864,594	8.92%	Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	58,568	14.49%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	722,859	7.45%	MG Trust Company Cust. FBO American Society of Consultant Phar 700 17th Street Suite 300 Denver, CO 80202-3531	23,604	5.84%
Class B First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	106,848	7.33%	MG Trust Company Cust FBO Specialized Construction Inc 700 17th Street Suite 300 Denver, CO 80202-3531	22,175	5.49%
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	148,353	10.18%	Class K Orchard Trust Company LLC TTEE Cust Advertising Council Inc 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	36,825	5.77%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	169,451	11.62%	Orchard Trust Company LLC TTEE Cust Chastang Enterprises Inc 401K PL 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	33,794	5.30%
Class C Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	261,236	8.87%	Orchard Trust Company LLC TTEE Cust Crystal Steel 401K Plan 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	32,154	5.04%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	177,197	6.02%	Orchard Trust Company LLC TTEE Cust Informa Fin Infor Inc Def Comp Pl 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	36,909	5.78%
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	813,814	27.64%			
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	232,466	7.89%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Orchard Trust Company LLC TTEE Cust Minnesota Surgical Associates PA 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	66,302	10.39%	MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	1,773,661	19.07%
Orchard Trust Company LLC TTEE Cust Muncie Surgical Associates Inc PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	156,045	24.45%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	565,902	6.09%
Class I			Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	702,178	7.55%
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	2,244,575	88.67%	Class ADV		
T Rowe Price Retirement Plan Services Retirement Plan Clients 4515 Painters Mill Rd Owings Mills, MD 21117-4903	247,434	9.78%	Charles Schwab & Co. for the Exclusive Benefit of Customers Mutual Fund Operations 101 Montgomery Street San Francisco, CA 94104-4151	1,521,990	9.22%
AllianceBernstein Trust—Small/Mid Cap Value Fund			Collegebound Fund CBF-Alliance Bernstein Small Cap Customized Allocation 529 Plan 1345 Avenue of the Americas New York, NY 10105-0302	2,261,882	13.70%
Class A			MAC & Co Attn: Mutual Fund OPS P.O. Box 3198 Pittsburgh, PA 15230-3198	1,311,176	7.94%
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	1,829,347	5.23%	Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	1,968,934	11.93%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	2,299,226	6.58%	NFS LLC FEBO US Bank National Association Omnibus—Reinvest/Reinvest 1555 N Rivercenter Dr Ste 302 Milwaukee, WI 53212-3958	1,951,139	11.82%
Class B			Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,103,934	6.69%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	238,272	6.75%	Class R		
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	374,198	10.60%	Hartford Life Insurance Company Separate Account 401 Attn: UIT operations P.O. Box 2999 Hartford, CT 06104-2999	955,366	18.83%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	388,139	11.00%	Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	478,893	9.44%
Class C					
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	696,266	7.49%			

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Minnesota Life Separate Account (An Insurance Co Exempt GR Annuity) 400 Robert Street North Saint Paul, MN 55101-2037	357,604	7.05%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	11,762,992	12.47%
Class K			Class B		
AIG Retirement Services Company FBO AIGFSB Cust TTEE FBO Kelsey-Seybold Health System 2929 Allen Parkway A6-20 Houston, TX 77019-2155	155,099	6.35%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	512,676	10.14%
Nationwide Trust Company FSB C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	580,498	23.76%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	576,437	11.40%
Nationwide Life Insurance Company C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	328,103	13.43%	MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	678,503	13.42%
Class I			Class C		
ING National Trust As Trustee or Custodian for Core Market Retirement Plans 1 Heritage Drive North Quincy, MA 02171-2105	2,594,018	23.11%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	344,400	6.81%
JP Morgan Chase Bank as TTEE FBO Hospira 401(K) Retirement Savings Plan C/O JP Morgan RPS Mgmt Rptg Team 9300 Ward Parkway Kansas City, MO 64114-3317	1,393,555	12.42%	Pershing LLC P.O. Box 2052 Jersey City NJ 07303-2052	375,397	7.42%
MAC & Co FBO Mercer Attn: Mutual Fund Operations P.O. Box 3198 525 William Penn Place Pittsburgh, PA 15230-3198	2,509,184	22.36%	Class C		
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	2,066,460	18.41%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	3,363,691	15.64%
AllianceBernstein Trust—International Value Fund			First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	1,365,061	6.35%
Class A			MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	6,113,217	28.42%
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	6,877,430	7.29%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	1,782,019	8.28%
			Class ADV		
			Citigroup Global Markets 333 West 34th St Fl 3 New York, NY 10001-2402	20,006,495	22.89%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	17,406,171	19.91%	NFS LLC FEBO Northern Trust Co P.O. Box 92956 Chicago, IL 60675-0001	3,149,291	10.45%
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	4,847,655	5.55%	Sanford Bernstein & Co. LLC 1 N Lexington Avenue White Plains, NY 10601-1712	1,616,525	5.36%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	10,087,669	11.54%	Sanford Bernstein & Co. LLC One North Lexington Avenue White Plains, NY 10601-1712	1,864,857	6.19%
Class R			Sanford Bernstein & Co. LLC 1 N Lexington Ave White Plains, NY 10601-1712	3,805,521	12.62%
Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	1,542,968	23.76%	Vanguard Fiduciary Trust Company FBO AIG Plan P.O. Box 2600 Valley Forge, PA 19482-2600	3,280,141	10.88%
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	1,123,814	17.31%	AllianceBernstein Trust—Global Value Fund		
Class K			Class B		
Nationwide Life Insurance Company C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	709,973	6.10%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	46,509	9.97%
Nationwide Trust Company FSB C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	3,915,950	33.62%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	31,784	6.81%
PRIAC Cust FBO Various Retirement Plans Invest Prod & Adv Serv H09 280 Trumbull St One Commercial Plaza Hartford, CT 06103-3509	3,144,858	27.00%	MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	70,057	15.02%
State Of Florida Employees Deferred Comp Plan FBO Participating Employees C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	1,485,912	12.76%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	33,748	7.23%
Class I			Class C		
FIIOC as Agent For Certain Employee Benefit Plans 100 Magellan Way KWIC Covington, KY 41015-1987	1,818,397	6.03%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	88,858	11.14%
MAC & Co Attn: Mutual Fund OPS P.O. Box 3198 Pittsburgh, PA 15230-3198	1,554,059	5.15%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	102,747	12.88%

<u>Name and Address</u>	<u>No. of Shares of Class</u>	<u>% of Class</u>	<u>Name and Address</u>	<u>No. of Shares of Class</u>	<u>% of Class</u>
MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr., East 2nd Flr Jacksonville, FL 32246-6484	124,896	15.66%	ING Enhanced K-Choice Trustee: Reliance Trust Company 400 Atrium Drive Somerset, NJ 08873-4162	50,913	21.25%
Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	63,022	7.90%	Class K Nationwide Trust Company FSB C/O IPO Portfolio Accounting P.O. Box 182029 Columbus, OH 43218-2029	11,198	6.42%
Class ADV NFS LLC FEBO City National Bank FBO Irell & Manella Pooled ACC 225 Broadway Fl 5 San Diego, CA 92101-5005	617,155	8.15%	Orchard Trust Company LLC TTEE Cust Cohen Pontai Lieberman & Pavane 8515 E Orchard Road 2T2 Greenwood Village, CO 80111-5002	35,639	20.44%
Orchard Trust Co LLC TTEE FBO Fragomen Del Ray Bensen & Loewy LLP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	547,321	7.23%	Orchard Trust Co LLC TTEE FBO Aronson Security Group Inc 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	17,831	10.23%
PIMS/Prudential Retirement As Nominee for the TTEE/CUST PL 007 AllianceBernstein L.P. 1345 Avenue of the Americas 11th Floor New York, NY 10105-0302	2,681,809	35.40%	Orchard Trust Co LLC TTEE FBO Keane And Beane PC 401 K C/O Fascore LLC 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	16,339	9.37%
Class R American United Life Cust FBO AUL American Group Retirement Annuity One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	42,463	17.72%	Orchard Trust Co LLC TTEE FBO New England Dermatology PC 401(K) Plan And Trust 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	23,235	13.33%
American United Life Cust FBO American United Trust One American Square P.O. Box 1995 Indianapolis, IN 46206-9102	41,100	17.16%	Orchard Trust Co LLC TTEE FBO Sperber Denenberg & Kahan PC Profit Sharing Plan 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	23,659	13.57%
GPC Securities Inc agent for Reliance Trust Company FBO Cape Systems Group, Inc Ret. Plan P.O. Box 79377 Atlanta, GA 30357-7377	13,081	5.46%	Orchard Trust Company LLC TTEE Cust FBO TS-Arion Systems Inc PSP 8515 E Orchard Road 2T2 Greenwood Village, CO 80111-5002	10,199	5.85%
Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	41,730	17.42%	Class I Orchard Trust Company LLC TTEE Cust George Little Mgmt LLC 401K PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	139,116	5.47%
			Orchard Trust Company LLC TTEE Cust Worldwide Dreams Deferred Comp PL 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111	159,850	6.29%
			Sanford Bernstein & Co. LLC 1 N Lexington Ave White Plains, NY 10601-1712	911,810	35.86%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Sanford Bernstein & Co. LLC 1 N Lexington Ave White Plains, NY 10601-1712	1,315,013	51.72%	Merrill Lynch Mutual Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	25,954	8.97%
The AllianceBernstein Portfolios— AllianceBernstein Growth Fund			PIMS/Prudential Retirement as Nominee for the TTEE/CUST AllianceBernstein L.P. 1345 Avenue of the Americas 11th Floor New York, NY 10105-0302	141,102	48.74%
Class A			Class I		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	1,221,599	7.80%	AllianceBernstein L.P. Attn: Brent Mather-Seed Acct 1 N Lexington Ave White Plains, NY 10601-1712	304	99.49%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	1,214,999	7.75%	Class K		
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,253,894	8.00%	Bucks County Gastroenterology Associates P C 401(k) Sharing Plan 1080 Drew Dr Yardley, PA 19067-4058	15,459	35.46%
Class C			Frontier Trust Co FBO First National Bank & Trust Co Of V P.O. Box 10758 Fargo, ND 58106-0758	4,383	10.05%
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	302,674	10.20%	Joseph R Burlin 401(k) Profit Sharing Plan 1805 North Carolina St Ste 405 Stockton, CA 95204	2,937	6.74%
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	263,993	8.90%	Orchard Trust Co LLC TTEE FBO the Office Furniture Warehouse 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	3,434	7.88%
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr. East 2nd Flr Jacksonville, FL 32246-6484	622,558	20.99%	Orchard Trust Company LLC TTEE Cust Palm Beach Heart Assoc PA PSP 8515 E Orchard Road 2T2 Greenwood Village, CO 80111-5002	9,724	22.31%
Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	179,657	6.06%	Class R		
Class ADV			Hartford Life Insurance Company Separate Account 401 Attn: UIT Operations P.O. Box 2999 Hartford, CT 06104-2999	35,177	98.20%
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	17,972	6.21%	The AllianceBernstein Portfolios— AllianceBernstein Conservative Wealth Strategy		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	50,419	17.42%	Class A		
			Edward D Jones & Co Attn: Mutual Fund Shareholder Acctg 201 Progress Pkwy Maryland Heights, MO 63043-3009	4,196,931	12.68%
			Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	2,039,930	6.17%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class B			Class K		
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,221,282	10.59%	MG Trust Company Cust FBO Hamilton Cardiology Associates PA 700 17th Street Ste 300 Denver, CO 80202-3531	27,608	5.40%
Class C			Class R		
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	1,716,482	10.50%	Orchard Trust Co LLC TTEE Aaronson Dickerson Cohn & Lanzonie APC 401K PSP 8515 Orchard Rd 2T2 Greenwood Village, CO 80111-5002	76,447	14.95%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,433,346	8.77%	Orchard Trust Company LLC TTEE Cust FBO Perry Hay & Chu PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	106,356	20.80%
Class ADV			Class R		
LPL Financial FBO Customer Accounts Attn: Mutual Fund Operations P.O. Box 509046 San Diego, CA 92150-9046	152,944	6.75%	Orchard Trust Co LLC TTEE FBO The Spektors DDS 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	107,006	20.92%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	149,341	6.59%	Sanford Bernstein & Co. LLC One North Lexington Avenue White Plains, NY 10601-1712	44,646	8.73%
PIMS/Prudential Retirement As Nominee for the TTEE/CUST AllianceBernstein L.P. 1345 Avenue of the Americas 11th Floor New York, NY 10105-0302	1,025,505	45.27%	Class R		
Class I			GPC as Agent for Reliance Trust Company FBO Therapeutic Radiation Oncology 401K P.O. Box 79377 Atlanta, GA 30357-7377		
NFS LLC FEBO T Cooper/D Gilbert TTEEs Plumbers & Steamfitters Loc 52 Defined Contribution Pens Plan P.O. Box 211105 Montgomery, AL 36121-11105	21,554	7.23%	MG Trust Co FBO Oak Harbor Freight Lines Inc 700 17th St Ste 300 Denver, CO 80202-3531	110,702	8.04%
Orchard Trust Company LLC TTEE Cust Group Pension Plan for Employees 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	20,828	6.99%	MG Trust Company Cust. FBO Oak Harbor Freight Lines, Inc. 700 17th St Ste 300 Denver, CO 80202-3531	389,663	28.29%
Orchard Trust Company LLC TTEE Cust J. D'Addario & Company 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	146,469	49.15%	State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	120,543	8.75%
Orchard Trust Company LLC TTEE Cust Webcor Builders 401K PSP P.O. Box 85484 San Diego, CA 92186-5484	42,579	14.29%	The AllianceBernstein Portfolios— AllianceBernstein Tax-Managed Conservative Wealth Strategy		
Orchard Trust Company LLC TTEE Cust Worldwide Dreams Deferred Comp Pl 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	64,828	21.76%	Class A		
			Edward D Jones & Co Attn: Mutual Fund Shareholder Acctg 201 Progress Pkwy Maryland Heights, MO 63043-3009		
			Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052		
			385,369 6.10%		

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class B			Raymond James & Assoc Inc FBO Thomas C Manning & Virginia C Manning TTEE Thomas & Virginia C Manning Tr 4240 185th Pl SE Issaquah, WA 98027-9762		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	64,397	5.79%		53,436	10.78%
Class C			The AllianceBernstein Portfolios— AllianceBernstein Balanced Wealth Strategy		
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	89,549	8.06%	Class A Edward D Jones & Co Attn: Mutual Fund Shareholder Acctg 201 Progress Pkwy Maryland Heights, MO 63043- 3009		
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	112,228	10.10%		13,322,836	13.63%
Class C			Class B		
MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	323,359	12.69%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York, NY 10001-2402	7,046,038	7.21%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	241,649	9.48%		2,467,732	7.19%
Class ADV			Class C		
LPL Financial FBO Customer Accounts Attn: Mutual Fund Operations P.O. Box 509046 San Diego, CA 92150-9046	93,578	18.88%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	2,259,908	6.59%
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	31,273	6.31%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	3,490,929	10.17%
NFS LLC FEBO Elizabeth Smith 300 Old County Rd Severna Park, MD 21146-4617	24,799	5.00%	Class C First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523		
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	24,885	5.02%		2,780,866	6.69%
Primevest Financial Services FBO John Webb 400 First Street So Suite 300 P.O. Box 283 Saint Cloud, MN 56302-0283	88,832	17.92%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	6,895,249	16.60%
Primevest Financial Services (FBO) Lavonne S Webb 400 First Street So Suite 300 P.O. Box 283 Saint Cloud, MN 56302-0283	75,793	15.29%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	3,172,308	7.64%
			Class ADV		
			First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	1,717,852	21.82%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
LPL Financial FBO Customer Accounts Attn: Mutual Fund Operations P.O. Box 509046 San Diego, CA 92150-9046	925,224	11.75%	Orchard Trust Co LLC TTEE FBO Social Studies School Service 401(K) 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	513,876	21.84%
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	438,165	5.57%	Orchard Trust Co LLC TTEE FBO Taylor Day Currie Boyd & Johnson, PA PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	203,667	8.66%
PIMS/Prudential Retirement As Nominee for the TTEE/Cust AllianceBernstein L.P. 1345 Avenue of the Americas 11th Floor New York, NY 10105-0302	1,991,600	25.30%	Class R GPC As Agent For Reliance Trust Company FBO Environmental Control, Inc. 401(K) P.O. Box 79377 Atlanta, GA 30357-7377	249,448	10.41%
Class I Orchard Trust Company LLC TTEE Cust Group Pension Plan for Employees 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	430,348	21.29%	MG Trust Company Cust. FBO Oak Harbor Freight Lines, Inc. 700 17th St Ste 300 Denver, CO 80202-3531	295,888	12.34%
Orchard Trust Company LLC TTEE Cust J. D'Addario & Company 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	343,546	17.00%	MG Trust Co Cust FBO Van Zyverden Inc 700 17th St Ste 300 Denver, CO 80202-3531	151,710	6.33%
Orchard Trust Company LLC TTEE Cust Webcor Builders 401K PSP P.O. Box 85484 San Diego, CA 92186-5484	1,115,823	55.21%	Reliance Trust Co FBO Healthcare Management A 401k P.O. Box 48529 Atlanta, GA 30357-7377	124,353	5.19%
Class K Orchard Trust Company LLC TTEE Cust Cohen Pontai Lieberman & Pavane 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	143,323	6.09%	State Street Bank & Trust FBO ADP/MSDW Alliance Attn: Ralph Campbell 105 Rosemont Rd Westwood, MA 02090-2318	191,411	7.99%
Orchard Trust Co LLC TTEE FBO Levin Ginsburg 401K PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	208,361	8.86%	The AllianceBernstein Portfolios— AllianceBernstein Tax-Managed Balanced Wealth Strategy		
Orchard Trust Company LLC TTEE Cust Savings Plan for the Employees of New York Inc 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	156,782	6.66%	Class A Edward D Jones & Co Attn: Mutual Fund Shareholder Acctg 201 Progress Pkwy Maryland Heights, MO 63043-3009	1,924,644	15.09%
			Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	881,225	6.91%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class B			The AllianceBernstein Portfolios— AllianceBernstein Wealth Appreciation Strategy		
Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St, Fl 3 New York, NY 10001-2402	125,747	5.60%	Class A		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	154,485	6.88%	Edward D. Jones & Co. Attn: Mutual Fund Shareholder Acctg 201 Progress Parkway Maryland Heights, MO 63043- 3009	3,016,217	5.72%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	258,434	11.51%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	3,561,651	6.76%
Class C			Class B		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	247,464	5.26%	Citigroup Global Markets House Account Attn: Cindy Tempesta 333 W 34th St Fl 3 New York NY 10001-2402	969,069	6.18%
MLPF&S For the Sole Benefit of Its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	665,510	14.14%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	1,067,575	6.80%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	573,961	12.19%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,397,541	8.91%
Class ADV			Class C		
First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	99,438	8.80%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	1,797,767	8.74%
LPL Financial FBO Customer Accounts Attn: Mutual Fund Operations P.O. Box 509046 San Diego, CA 92150-9046	126,647	11.21%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	2,780,955	13.52%
Merrill Lynch Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	76,052	6.73%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	1,040,370	5.06%
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	91,606	8.11%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	1,716,393	8.35%
Sanford Bernstein & Co. LLC One North Lexington Avenue White Plains, NY 10601-1712	214,696	19.00%	Class ADV		
			PIMS/Prudential Retirement As Nominee for the TTEE/Cust AllianceBernstein L.P. 1345 Avenue of the Americas 11th Floor New York, NY 10105-0302	3,419,651	5.84%

Name and Address	No. of Shares of Class	% of Class	Name and Address	No. of Shares of Class	% of Class
Class I			The AllianceBernstein Portfolios— AllianceBernstein Tax-Managed Wealth Appreciation Strategy		
Orchard Trust Company LLC TTEE Cust George Little Mgmt LLC 401K PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	184,221	16.54%	Class A		
Orchard Trust Company LLC TTEE Cust J D'Addario & Company 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	704,102	63.20%	Edward D Jones & Co Attn: Mutual Fund Shareholder Acctg 201 Progress Pkwy Maryland Heights, MO 63043-3009	583,792	11.17%
Orchard Trust Company LLC TTEE Cust Webcor Builders 401K PSP P.O. Box 85484 San Diego, CA 92186-5484	178,765	16.05%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	393,974	7.54%
Class K			Class B		
Orchard Trust Co LLC TTEE FBO Mahoney Ulbrich Christiansen & Russ PA PSP & Trust 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	225,184	11.29%	First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	55,747	5.91%
Orchard Trust Company LLC TTEE Cust Palm Beach Heart Assoc PA PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	279,305	14.00%	MLPF&S for the Sole Benefit of its Customers Attn: Fund Admin 3800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	49,881	5.29%
Orchard Trust Co LLC TTEE FBO Social Studies School Service 401(K) 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	203,870	10.22%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	85,245	9.04%
Orchard Trust Company LLC TTEE Cust FBO TS-Arion Systems Inc PSP 8515 E Orchard Rd 2T2 Greenwood Village, CO 80111-5002	132,541	6.65%	Class C		
Class R			First Clearing, LLC Special Custody Acct for the Exclusive Benefit of Customer 2801 Market St Saint Louis, MO 63103-2523	190,947	6.75%
MG Trust Co FBO Oak Harbor Freight Lines Inc 700 17th St Ste 300 Denver, CO 80202-3531	138,140	7.34%	MLPF&S For the Sole Benefit of its Customers Attn: Fund Admin 4800 Deer Lake Dr East 2nd Flr Jacksonville, FL 32246-6484	445,120	15.74%
MG Trust Company Cust FBO Oak Harbor Freight Lines, Inc. 700 17th St Ste 300 Denver, CO 80202-3531	478,796	25.44%	Morgan Stanley Smith Barney Harborside Financial Center Plaza II 3rd Floor Jersey City, NJ 07311	186,660	6.60%
Counsel Trust FBO Sencore Inc 401K Plan 1251 Waterfront Place, Suite 525 Pittsburgh, PA 15222-4228	107,274	5.70%	Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	198,371	7.01%

APPENDIX E—LETTER FROM INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

September 15, 2010

Securities and Exchange Commission

Washington, D.C. 20549

Ladies and Gentlemen:

We were previously principal accountants for the AllianceBernstein Funds listed in Exhibit A (the “Auditor Change Funds”) and, under the respective dates listed in Exhibit A, we reported on the financial statements of each of the Auditor Change Funds as of and for the corresponding year-ends listed in Exhibit A. On April 14, 2010, we were dismissed. We have read the statements included under the section titled “Approval of Independent Registered Public Accounting Firms by Board” within the Proxy Statement for the AllianceBernstein Funds dated September 21, 2010, and we agree with such statements, except that we are not in a position to agree or disagree with the statement that the Audit Committee of the Boards of each of the Auditor Change Funds approved the dismissal of KPMG LLP as independent registered public accounting firm for the Auditor Change Funds at a meeting held on March 24, 2010, and we are not in a position to agree or disagree with any of the statements regarding Ernst & Young LLP.

Very truly yours,

/s/ KPMG LLP

Exhibit A

AllianceBernstein Fund	Date of Report of Independent Registered Public Accounting Firm	Year-Ends
AllianceBernstein Balanced Shares, Inc. ("ABS")	January 26, 2010	November 30, 2009 and 2008
AllianceBernstein Blended Style Series, Inc. ("ABSS")		
– U.S. Large Cap Portfolio	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein 2000 Retirement Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein 2005 Retirement Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein 2015 Retirement Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein 2020 Retirement Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein 2025 Retirement Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein 2030 Retirement Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein 2035 Retirement Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein 2040 Retirement Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein 2045 Retirement Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein 2050 Retirement Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein 2055 Retirement Strategy	October 27, 2009	August 31, 2009 and 2008
AllianceBernstein Corporate Shares ("ACS")		
– AllianceBernstein Corporate Income Shares	June 24, 2010	April 30, 2010 and 2009
AllianceBernstein Equity Income Fund, Inc. ("AEIF")	January 26, 2010	November 30, 2009 and 2008
AllianceBernstein Exchange Reserves ("AEXR")	November 25, 2009	September 30, 2009 and 2008
AllianceBernstein Global Growth Fund, Inc. ("AGGF")	August 26, 2009	June 30, 2009 and 2008
AllianceBernstein Growth and Income Fund, Inc. ("AGIF")	December 24, 2009	October 31, 2009 and 2008
AllianceBernstein International Growth Fund, Inc. ("AIGF")	August 26, 2009	June 30, 2009 and 2008
AllianceBernstein Large Cap Growth Fund, Inc. ("ALCGF")	September 25, 2009	July 31, 2009 and 2008
AllianceBernstein Small/Mid Cap Growth Fund, Inc. ("ASMCGF")	September 25, 2009	July 31, 2009 and 2008
The AllianceBernstein Portfolios ("TAP")		
– AllianceBernstein Growth Fund	September 25, 2009	July 31, 2009 and 2008
– AllianceBernstein Conservative Wealth Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein Tax-Managed Conservative Wealth Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein Balanced Wealth Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein Tax-Managed Balanced Wealth Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein Wealth Appreciation Strategy	October 27, 2009	August 31, 2009 and 2008
– AllianceBernstein Tax-Managed Wealth Appreciation Strategy	October 27, 2009	August 31, 2009 and 2008

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