

**ALLIANCEBERNSTEIN CORPORATION
CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS**

I. PURPOSE

The primary purpose of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of AllianceBernstein Corporation (the “Corporation”) is to assist the Board in (i) identifying and evaluating qualified individuals to become Board members; (ii) determining the composition of the Board and its committees; (iii) developing and monitoring a process to assess Board effectiveness; (iv) developing and implementing the Corporation's corporate governance guidelines; and (v) reviewing the Corporation's policies and programs that relate to matters of corporate responsibility of the Corporation, AllianceBernstein L.P. (the “Partnership”) and AllianceBernstein Holding L.P. (“Holding” and together with the Partnership, the “Partnerships”).

II. COMPOSITION

The Committee shall be composed of at least one director who meets the independence requirements established by the Board and applicable laws, regulations and listing requirements, at least one director who is an executive officer of a parent company of the Corporation, and at least one director who is an executive officer of the Corporation. The Board appoints the members of the Committee and the chairperson, and fills vacancies with the recommendation of the Committee. The members of the Committee serve until their successors are duly elected and qualified. The Board may remove any member from the Committee at any time with or without cause.

Unless a Chairperson is elected by the Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall have one regularly-scheduled meeting each calendar year, on a date deemed by the Committee to be appropriate, and such additional meetings as circumstances dictate. Minutes will be taken and recorded by the Secretary of the Corporation and filed with the minutes of proceedings of the Board. The Chairperson of the Committee, or his or her designee, shall report on the activities of the Committee at the next regularly-scheduled Board meeting, and the other directors shall be afforded the opportunity to ask questions of Committee members regarding action taken by the Committee.

Committee members will be furnished with copies of the minutes of each Committee meeting and any action taken by unanimous consent. The Committee is

governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the By-laws of the Corporation, (c) any provision of the respective Amended and Restated Agreements of Limited Partnership of the Partnerships, or (d) the laws of the state of Delaware.

IV. RESPONSIBILITIES AND DUTIES

The Committee is responsible for assisting the Board in ensuring that the Board, the Corporation and the Partnerships operate in accordance with, and maintain current policies and procedures to help comply with, laws and regulations concerning corporate governance, including, but not limited to:

- monitoring compliance with requirements under the Sarbanes-Oxley Act of 2002 and New York Stock Exchange Listed Company Manual relating to the responsibilities, activities and membership of the Board and its committees (it being understood that the Committee shall have no responsibility in respect of powers specifically delegated by the Board to another standing committee, as such powers may from time to time be set forth in the respective charters of such committees);
- developing, reviewing periodically and monitoring compliance with the Partnerships' Corporate Governance Guidelines;
- assessing the reasonableness of the Partnership's Directors & Officers/Errors & Omissions liability insurance;
- developing and recommending to the Board and to the sole stockholder of the Corporation ("Stockholder") the criteria for Board membership, recruiting possible candidates, conducting appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates and overseeing orientation and education of new directors;
- advising on compensation, benefits and retirement policies for directors and recommending to the Stockholder whether continued service on the Board is appropriate for (i) directors who wish to serve after the mandatory retirement date, (ii) directors who change their primary affiliation, and (iii) directors who fail, during any calendar year, to participate in three consecutive meetings of the Board or three consecutive meetings of any committee on which the director serves;
- assisting the Board to conduct a self-evaluation, at least annually, to determine whether it and its standing committees (including this Committee) are

functioning effectively, and recommending processes by which to conduct the evaluations; and

- reviewing periodically with the Chairman of the Board and CEO the succession plans contemplated by Section X of the Partnership's Corporate Governance Guidelines.

The Committee shall also:

- report regularly to the Board any significant matters discussed at Committee meetings.
- discuss this charter annually and recommend amendments to the Board as considered necessary or desirable.
- annually evaluate its own effectiveness and provide a report of that evaluation to the Board.

In carrying out its responsibilities, the Committee's policies and procedures should remain flexible in order to best react to changing conditions and to ensure that the Corporation's and Partnerships' practices are of the highest quality.