

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 10)

ALLIANCE CAPITAL MANAGEMENT HOLDING L.P.
(f/k/a Alliance Capital Management L.P.)
(Name of Issuer)
Units Representing Assignments of Beneficial
Ownership of Limited Partnership Interests
(Title of Class of Securities)

01855A101
(CUSIP Number)
Alvin H. Fenichel
Senior Vice President and Controller
AXA Financial, Inc.
1290 Avenue of the Americas
New York, New York 10104
(212) 314-4094
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

With a copy to:
Christianne Butte, Head of Central Legal Department
AXA, 25, avenue Matignon
75008 Paris, France
011-331-40-75-56-38

March 5, 2004
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA
98-0342809

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF	7	SOLE VOTING POWER
SHARES		See Item 5
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		See Item 5
EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		See Item 5
	10	SHARED DISPOSITIVE POWER
		See Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,444,356 - See Item 5
(Not to be construed as an admission of beneficial ownership)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.8% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC, CO

SCHEDULE 13D

CUSIP No. 01855A101

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

FINAXA

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF	7	SOLE VOTING POWER
SHARES		See Item 5
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		See Item 5
EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		See Item 5
	10	SHARED DISPOSITIVE POWER
		See Item 5

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1.8% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC,CO

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Assurances I.A.R.D. Mutuelle

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF	7	SOLE VOTING POWER
SHARES		See Item 5

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		See Item 5

EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		See Item 5

	10	SHARED DISPOSITIVE POWER
		See Item 5

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF	7	SOLE VOTING POWER
SHARES		See Item 5

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		See Item 5

EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		See Item 5

	10	SHARED DISPOSITIVE POWER
		See Item 5

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CUSIP No. 01855A101

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Courtage Assurance Mutuelle

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

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ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF	7	SOLE VOTING POWER
SHARES		See Item 5
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		See Item 5
EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		See Item 5
	10	SHARED DISPOSITIVE POWER
		See Item 5

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1.8% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

 Claude Bebear, as AXA Voting Trustee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Citizen of France

	7	SOLE VOTING POWER
NUMBER OF		See Item 5
SHARES		-----

	8	SHARED VOTING POWER
BENEFICIALLY		See Item 5
OWNED BY		-----

	9	SOLE DISPOSITIVE POWER
EACH REPORTING		See Item 5
PERSON WITH		-----

	10	SHARED DISPOSITIVE POWER
		See Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,444,356 - See Item 5
 (Not to be construed as an admission of beneficial ownership)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

 1.8% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

 IN

SCHEDULE 13D

CUSIP No. 01855A101

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Henri de Castries, as AXA Voting Trustee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Citizen of France

NUMBER OF	7	SOLE VOTING POWER
SHARES		See Item 5
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		See Item 5
EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		See Item 5
	10	SHARED DISPOSITIVE POWER
		See Item 5

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1,444,356 - See Item 5
(Not to be construed as an admission of beneficial ownership)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.8% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IN

SCHEDULE 13D

CUSIP No. 01855A101

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Francoise Colloc'h, as AXA Voting Trustee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Citizen of France

NUMBER OF	7	SOLE VOTING POWER
SHARES		See Item 5

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		See Item 5

EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		See Item 5

	10	SHARED DISPOSITIVE POWER
		See Item 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,444,356 - See Item 5
 (Not to be construed as an admission of beneficial ownership)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.8% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

IN

SCHEDULE 13D

CUSIP No. 01855A101

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Financial, Inc.
13-3623351

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		1,444,356 - See Items 4 and 5

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		

EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		1,444,356 - See Items 4 and 5

	10	SHARED DISPOSITIVE POWER
--	----	--------------------------

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,444,356 - See Items 4 and 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.8% - See Item 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC,CO

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

AXA Financial Services, LLC
 52-2197822

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		1,444,356 - See Items 4 and 5

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		

EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		1,444,356 - See Items 4 and 5

	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,444,356 - See Items 4 and 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.8% - See Items 4 and 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC,00

SCHEDULE 13D

CUSIP No. 01855A101

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

The Equitable Life Assurance Society of the United States
13-5570651

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF	7	SOLE VOTING POWER
SHARES		1,444,356 - See Items 4 and 5
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		
EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		1,444,356 - See Items 4 and 5
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,444,356 - See Items 4 and 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.8% - See Items 4 and 5

14 TYPE OF REPORTING PERSON (See Instructions)

IC,CO

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Equitable Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF	7	SOLE VOTING POWER
SHARES		722,178 - See Items 4 and 5

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		

EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		722,178 - See Items 4 and 5

	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 722,178 - See Items 4 and 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.9% - See Items 4 and 5

14 TYPE OF REPORTING PERSON (See Instructions)

HC,00

 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

 ACMC, Inc.
 13-2677213

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		722,178 - See Items 4 and 5

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		

EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		722,178 - See Items 4 and 5

	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 722,178 - See Items 4 and 5

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

 0.9% - See Items 4 and 5

14 TYPE OF REPORTING PERSON (See Instructions)

 CO

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

ECMC, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		722,178 - See Items 4 and 5

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		

EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH		722,178 - See Items 4 and 5

	10	SHARED DISPOSITIVE POWER

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 722,178 - See Items 4 and 5

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 (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.9% - See Items 4 and 5

14 TYPE OF REPORTING PERSON (See Instructions)

CO

This Amendment No. 10 amends the Statement on Schedule 13D ("Schedule 13D") initially filed on August 4, 1992 with the Securities and Exchange Commission by AXA, Midi Participations, Finaxa, the Mutuelles AXA (as herein defined) and the Trustees of a Voting Trust (established pursuant to the Voting Trust Agreement dated as of May 12, 1992 (the "Original Voting Trust Agreement")), as amended by Amendment No. 1 to the Schedule 13D filed on July 29, 1993 ("Amendment No. 1"), Amendment No. 2 to the Schedule 13D filed on September 14, 1994 ("Amendment No. 2"), Amendment No. 3 to the Schedule 13D filed on October 22, 1996 ("Amendment No. 3"), Amendment No. 4 to the Schedule 13D filed on July 11, 1997 ("Amendment No. 4"), Amendment No. 5 to the Schedule 13D filed on September 4, 1997 ("Amendment No. 5"), Amendment No. 6 to the Schedule 13D filed on April 9, 1999 ("Amendment No. 6"), Amendment No. 7 to the Schedule 13D filed on November 4, 1999 ("Amendment No. 7"), Amendment No. 8 to the Schedule 13D filed on June 23, 2000 ("Amendment No. 8"), and Amendment No. 9 to the Schedule 13D filed on November 27, 2002 ("Amendment No. 9"), each of which was filed by AXA, Midi Participations (except as to Amendment Nos. 3, 4, 5, 6, 7, 8 and 9), Finaxa, the Mutuelles AXA, the Trustees, AXA Financial, Inc. (formerly known as The Equitable Companies Incorporated), The Equitable Life Assurance Society of the United States, Equitable Holding Corporation (which was merged in 1997 into Equitable Holdings, LLC), Equitable Investment Corporation (which was merged in November 1999 into Equitable Holdings, LLC), ACMC, Inc. and ECOM, LLC (successor by merger to Equitable Capital Management Corporation), which Schedule 13D relates to Units representing assignments of beneficial ownership of limited partnership interests of Alliance Capital Management Holding L.P. (formerly known as Alliance Capital Management L.P.), a Delaware limited partnership ("Alliance").

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows.

This statement is being filed by (i) AXA, a company organized under the laws of France, (ii) Finaxa, a holding company organized under the laws of France, (iii) AXA Assurances I.A.R.D. Mutuelle, AXA Assurances Vie Mutuelle, and AXA Courtage Assurance Mutuelle (formerly known as Uni Europe Assurance Mutuelle), three mutual insurance companies organized under the laws of France (the "Mutuelles AXA"), (iv) Claude Bebear (Chairman of the Supervisory Board of AXA), Henri de Castries (Chairman of the Management Board of AXA) and Francoise Colloc'h (formerly a member of the Management Board of AXA), as Trustees (the "Trustees") of a Voting Trust (the "Voting Trust") established pursuant to the Original Voting Trust Agreement and currently governed by an Amended and Restated Voting Trust Agreement dated as of May 12, 2002, by and among AXA and the Trustees (the "Amended Voting Trust Agreement" and, together with the Original Voting Trust Agreement, the "Voting Trust Agreement"), (v) AXA Financial, Inc. (formerly known as The Equitable Companies

Incorporated), a Delaware corporation ("AXF"), (vi) AXA Financial Services, LLC (formerly known as AXA Client Solutions, LLC), a Delaware limited liability company whose sole member is AXF ("AXFS"), (vii) The Equitable Life Assurance Society of the United States, a New York stock life insurance company ("Equitable"), (viii) Equitable Holdings, LLC ("EHLLC") (Equitable Investment Corporation merged into EHLLC in November 1999), a New York limited liability company whose sole member is Equitable, (ix) ACMC, Inc., a Delaware corporation ("ACMC"), and (x) ECMC, LLC ("ECMC"), a Delaware limited liability company whose sole member is Equitable Holdings, LLC and which is the successor by merger to Equitable Capital Management Corporation. AXA, Finaxa, the Mutuelles AXA, the Trustees, AXF, AXFS, Equitable, EHLLC, ACMC and ECMC are hereinafter collectively referred to as the "Reporting Persons."

AXA. AXA is a holding company for an international group of insurance and related financial service companies. The address of AXA's principal business and office is 25, avenue Matignon, 75008 Paris, France. As of February 1, 2004, approximately 16.89% of the issued ordinary shares (representing approximately 27.55% of the voting power) of AXA were directly or indirectly owned by Finaxa. As of February 1, 2004, the Mutuelles AXA, in addition to their indirect beneficial ownership of AXA's ordinary shares through Finaxa, directly beneficially owned approximately 2.75% of AXA's ordinary shares (representing approximately 4.52% of the voting power). In addition, as of February 1, 2004, approximately 1.64% of the ordinary shares of AXA without the power to vote were owned by certain subsidiaries of AXA.

Finaxa. Finaxa is a holding company. The address of Finaxa's principal business and office is 23, avenue Matignon, 75008 Paris, France. As of February 1, 2004, approximately 71.11% of the voting shares (representing approximately 80.36% of the voting power) of Finaxa were owned by the Mutuelles AXA, and approximately 21.32% of the voting shares (representing approximately 12.8% of the voting power) of Finaxa were owned by BNP Paribas, a French bank.

The Mutuelles AXA. The Mutuelles AXA are AXA Assurances I.A.R.D. Mutuelle, AXA Assurances Vie Mutuelle, and AXA Courtage Assurance Mutuelle (formerly known as Uni Europe Assurance Mutuelle). Each of the Mutuelles AXA is a mutual insurance company organized under the laws of France. The address of each of the Mutuelles AXA's principal business and office is as follows: (i) for each of AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle is 370, rue Saint Honore, 75001 Paris, France; and (ii) for AXA Courtage Assurance Mutuelle is 26, rue Louis le Grand, 75002 Paris, France.

The Trustees. In order to ensure, for insurance regulatory purposes, that certain indirect minority shareholders of AXA are not able to exercise control over AXF and certain of its insurance subsidiaries, AXA has agreed pursuant to the Voting Trust

Agreement to deposit in the Voting Trust the shares of capital stock of AXF having voting powers beneficially owned by AXA and certain of its affiliates. AXA or any such affiliate depositing capital stock in the Voting Trust will remain the beneficial owner of all capital stock deposited by it in the Voting Trust, but during the term of the Voting Trust the Trustees will exercise all voting rights with respect to such capital stock. Additional information relating to the Voting Trust Agreement is set forth in the Schedule 13D filed by AXA with respect to its ownership of the capital stock of AXF.

Information with respect to all of the Trustees except Ms. Colloc'h is set forth on Exhibit 1 hereto since those Trustees are members of the Supervisory or Management Board of AXA. The address of Ms. Colloc'h, who is a French citizen and retired from the Management Board of AXA, is 25, avenue Matignon, 75008 Paris, France.

AXF and Subsidiaries. AXF is a holding company. As of March 5, 2004, 100% of the outstanding shares of common stock of AXF were beneficially owned by AXA. AXF and its subsidiaries (including Equitable, an indirect wholly-owned subsidiary) provide diversified financial services to a broad spectrum of financial advisory, insurance and investment management customers. AXFS, whose sole member is AXF, wholly owns Equitable, which in turn wholly owns ACMC. EHLLC, whose sole member is Equitable, is the sole member of ECMC. ECMC, ACMC, EHLLC, AXFS and AXF are holding companies. The address of the principal business and principal office of AXF, AXFS, Equitable, EHLLC, ACMC and ECMC is 1290 Avenue of the Americas, New York, New York 10104.

Except for Ms. Colloc'h, whose information is provided above in this Item 2, the (i) name, (ii) residence or business address, (iii) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and (iv) citizenship of each of the executive officers and directors of each of the Reporting Persons are set forth on Exhibits 1 through 11 hereto. None of the Reporting Persons nor, to the knowledge of any Reporting Person, any natural person named in Exhibits 1 through 11 hereto nor Ms. Colloc'h has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which any such Reporting Person or person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended by inserting the following paragraph at the end thereof.

The source of funds for the purchase on March 5, 2004 of 8,160,000 units of limited partnership interests of Alliance Capital ("Alliance Capital Units") reported by the Reporting Persons

was working capital of ECMC. See response to Item 4 for a summary of the March 5, 2004 transaction pursuant to which 8,160,000 Alliance Capital Units were purchased by ECMC.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended by inserting the following paragraph at the end thereof.

On February 20, 2004, SCB delivered a notice to AXF stating that it was exercising its right to sell 8,160,000 Alliance Capital Units under the Purchase Agreement (the "2/04 Exercise Notice"). On March 2, 2004, as contemplated by the Purchase Agreement, AXF delivered a notice to SCB specifying March 5, 2004 as the settlement date and designating ECMC to be the purchaser (the "3/04 Settlement Notice"). The closing of the purchase took place on March 5, 2004. At the closing, ECMC purchased from SCB Partners Inc., a wholly owned subsidiary of SCB, 8,160,000 Alliance Capital Units at \$37.828 per unit, resulting in an aggregate purchase price of \$308,676,480. As provided in the Purchase Agreement, the purchase price per Alliance Capital Unit is the average of the closing prices of a Unit as quoted on the New York Stock Exchange composite tape for the ten trading days ending on February 27, 2004, the fifth trading day following the February 20, 2004 exercise date.

Except as set forth in this statement, none of the Reporting Persons has any plans or proposals described in Item 4(a)-(j) of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a), (b) and (c) are hereby amended and restated in their entirety as set forth below.

(a) & (b) At the close of business on March 5, 2004: AXF did not beneficially own directly any Units and beneficially owned 32,699,154 Alliance Capital Units representing approximately 12.9% of the Alliance Capital Units outstanding; Equitable did not beneficially own directly any Units and beneficially owned 5,219,396 Alliance Capital Units representing approximately 2.1% of the Alliance Capital Units outstanding; ACMC beneficially owned directly 722,178 Units representing approximately 0.9% of the Units outstanding and 66,220,822 Alliance Capital Units representing approximately 26.2% of the Alliance Capital Units outstanding; and ECMC beneficially owned directly 722,178 Units representing approximately 0.9% of the Units outstanding and 40,880,227 Alliance Capital Units representing approximately 16.2% of the Alliance Capital Units outstanding. Equitable, ACMC and ECMC have the sole power to vote or direct the vote and the sole power to dispose or direct the disposition of each of their respective Units and Alliance Capital Units. By reason of its ownership interest in ECMC, EHLLC may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to the 722,178 Units owned by ECMC, representing approximately 0.9% of the Units outstanding, and the 40,880,227 Alliance Capital Units owned by ECMC representing approximately 16.2% of the Alliance Capital Units outstanding. By reason of its ownership interest in ACMC and ECMC, Equitable may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to, the 722,178 Units owned by ACMC and the 722,178 Units owned by ECMC, which together represent approximately 1.8% of the Units outstanding, and the 66,220,822 Alliance Capital Units owned by ACMC and the 40,880,227 Alliance Capital Units owned by ECMC, which, together with the 5,219,396 Alliance Capital Units owned directly by Equitable, represent 44.4% of the Alliance Capital Units outstanding. By reason of its ownership interest in ACMC, ECMC and Equitable, AXFS may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to, the 722,178 Units owned by ACMC and the 722,178 Units owned by ECMC, together representing approximately 1.8% of the Units outstanding, and the 66,220,822 Alliance Capital Units owned by ACMC and the 40,880,227 Alliance Capital Units owned by ECMC, which, together with the 5,219,396 Alliance Capital Units owned directly by Equitable, represent 44.4% of the Alliance Capital Units outstanding. By reason of its ownership interest in ACMC, ECMC, Equitable and AXFS, AXF may be deemed to beneficially own indirectly, and to have voting and dispositive power with respect to, the 722,178 Units owned by ACMC and the 722,178 Units owned by ECMC, together representing approximately 1.8% of the Units outstanding, and the 66,220,822 Alliance Capital Units owned by ACMC, the 40,880,227 Alliance Capital Units owned by ECMC and the 5,219,396 Alliance Capital Units owned directly by Equitable, which, together with the 32,699,154 Alliance Capital Units owned directly by AXF, represent approximately 57.4% of the Alliance Capital Units outstanding. (This excludes Units acquired by Alliance solely for investment purposes on behalf of client discretionary accounts.)

AXA, by virtue of its ownership of 100% of the outstanding shares of common stock of AXF, may be deemed to beneficially own all of the Units and Alliance Capital Units owned indirectly by AXF. By reason of the Voting Trust Agreement, the Trustees may also be deemed to be beneficial owners of such Units and Alliance Capital Units. In addition, the Mutuelles AXA, as a group, and Finaxa may be deemed to be beneficial owners of such Units and Alliance Capital Units. Each of AXA, Finaxa, the Mutuelles AXA and the Trustees expressly declares that the filing of this Schedule 13D shall not be construed as an admission that it is, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owner of such Units or Alliance Capital Units.

AXA, by reason of its relationship with AXF, may be deemed to share the power to vote or direct the vote and to dispose or direct the disposition of all of the Units and Alliance Capital Units beneficially owned by AXF. By reason of the Voting Trust arrangement, the Trustees may be deemed and, by reason of their relationship with AXA, the Mutuelles AXA, as a group, and Finaxa may be deemed, to share the power to vote or to direct the vote and to dispose or to direct the disposition of all the Units and Alliance Capital Units beneficially owned by AXF.

To the knowledge of the Reporting Persons, the following directors and executive officers of the Reporting Persons listed in Exhibits 1 through 11 hereto beneficially own the following number of outstanding Units and Alliance Capital Units and options or other rights to acquire Units presently or within 60 days:

Bruce W. Calvert	1,638,385 Units (includes 1,080,000 Units which Mr. Calvert may acquire within 60 days under Alliance Capital Option Plans); 500,000 Alliance Capital Units
Henri de Castries	2,000 Units
Christopher M. Condron	10,000 Units
Denis Duverne	2,000 Units
W. Edwin Jarmain	8,000 Units (includes 6,000 Units which Mr. Jarmain may acquire within 60 days under Alliance Capital Option Plans)

Peter J. Tobin 6,000 Units (represents 6,000 Units which Mr. Tobin may acquire within 60 days under Alliance Capital Option Plans)

Stanley B. Tulin 4,000 Units

Other than as described above and in Item 4 above, none of the Reporting Persons beneficially owns any Units or Alliance Capital Units or options or other rights to acquire Units or Alliance Capital Units presently or within 60 days and, to the knowledge of the Reporting Persons, none of the natural persons listed in Exhibits 1 through 11 hereto nor Ms. Colloc'h beneficially owns any Units or options and other rights to acquire Units within 60 days.

(c) Other than as described in Item 4 above, during the 60 days preceding the filing of this Amendment, no transactions in Units or Alliance Capital Units were made by the Reporting Persons, or, to the knowledge of the Reporting Persons, any natural person named in Exhibits 1 through 11 hereto or Ms. Colloc'h, except: (i) on February 4, 2004, Bruce W. Calvert exercised his option to purchase 100,000 Units, and on February 4 and 5, 2004, Mr. Calvert sold the 100,000 Units at an average price of \$36.964 per Unit; (ii) on February 4, 2004, Mr. Calvert donated 15,000 Units; and (iii) on January 30, 2004, in connection with a distribution of Units under one of Alliance Capital's deferred compensation plans, Mr. Calvert paid his tax liability by withholding 2,942 Units incident to the distribution.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

See response to Item 4 for a summary of the 2/04 Exercise Notice and the 3/04 Settlement Notice.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- Exhibit 1 Information with respect to Members of the Management Board, Supervisory Board and Executive Officers of AXA
- Exhibit 2 Information with respect to Executive Officers of Finaxa and Members of Finaxa's Conseil d'Administration

- Exhibit 3 Information with respect to Executive Officers of AXA Assurances I.A.R.D. Mutuelle and Members of AXA Assurances I.A.R.D. Mutuelle's Conseil d'Administration
- Exhibit 4 Information with respect to Executive Officers of AXA Assurances Vie Mutuelle and Members of AXA Assurances Vie Mutuelle's Conseil d'Administration
- Exhibit 5 Information with respect to Executive Officers of AXA Courtage Assurance Mutuelle and Members of AXA Courtage Assurance Mutuelle's Conseil d'Administration
- Exhibit 6 Intentionally omitted since AXA Conseil Vie Assurance Mutuelle has merged into AXA Assurances Vie Mutuelle
- Exhibit 7 Information with respect to the Executive Officers and Directors of AXA Financial, Inc. (which is the sole member of AXA Financial Services, LLC)
- Exhibit 8 Information with respect to the Executive Officers and Directors of The Equitable Life Assurance Society of the United States (which is the sole member of Equitable Holdings, LLC)
- Exhibit 9 Intentionally omitted since Equitable Holding Corporation has merged into Equitable Holdings, LLC, whose sole member is The Equitable Life Assurance Society of the United States
- Exhibit 10 Intentionally omitted since Equitable Investment Corporation has merged into Equitable Holdings, LLC, whose sole member is The Equitable Life Assurance Society of the United States
- Exhibit 11 Information with respect to the Executive Officers and Directors of APMC, Inc.
- Exhibit 12 Intentionally omitted since Equitable Capital Management Corporation has merged into EPMC, LLC, whose sole member is Equitable Holdings, LLC

- Exhibit 13 Filing Agreement with respect to the Schedule 13D among the Reporting Persons (incorporated by reference to Exhibit 17 of the Schedule 13D filed on August 4, 1992)
- Exhibit 14 Amended and Restated Voting Trust Agreement, dated as of May 12, 2002 (incorporated by reference to Exhibit 15 filed with Amendment No. 9 to Schedule 13D filed on November 27, 2002)
- Exhibit 15 Purchase Agreement, dated as of June 20, 2000, between AXF, Alliance Capital and SCB (incorporated by reference to Exhibit 22 filed with Amendment No. 8 to Schedule 13D filed on June 23, 2000)
- Exhibit 16 Powers of Attorney for the Voting Trustees, dated July 5, 2002 (with respect to Claude Bebear and Henri de Castries) and July 10, 2002 (with respect to Françoise Colloc'h) (incorporated by reference to Exhibit 19 filed with Amendment No. 9 to Schedule 13D filed on November 27, 2002)
- Exhibit 17 Powers of Attorney with respect to AXA, Finaxa and the Mutuelles AXA (incorporated by reference to Exhibit 11 to the Schedule 13D filed with the Securities and Exchange Commission on June 30, 2000 with respect to the Alliance Capital Units)
- Exhibit 18 Exercise Notice, dated February 20, 2004, pursuant to Section 2.4.1 of the Purchase Agreement
- Exhibit 19 Settlement Notice, dated March 2, 2004, pursuant to Sections 2.1 and 2.4.2 of the Purchase Agreement

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 9, 2004

AXA

FINAXA

AXA ASSURANCES I.A.R.D. MUTUELLE

AXA ASSURANCES VIE MUTUELLE

AXA COURTAGE ASSURANCE MUTUELLE

CLAUDE BEBEAR, HENRI DE CASTRIES
AND FRANCOISE COLLOC'H,
AS AXA VOTING TRUSTEES UNDER THE
VOTING TRUST AGREEMENT

By /s/ Alvin H. Fenichel

Signature

Alvin H. Fenichel, Attorney-in-Fact

Name/Title

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 9, 2004

AXA FINANCIAL, INC.

By: /s/ Alvin H. Fenichel

Name: Alvin H. Fenichel

Title: Senior Vice President and Controller

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 9, 2004

AXA FINANCIAL SERVICES, LLC

By: /s/ Alvin H. Fenichel

Name: Alvin H. Fenichel

Title: Senior Vice President and Controller

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 9, 2004

THE EQUITABLE LIFE ASSURANCE SOCIETY OF
THE UNITED STATES

By: /s/ Alvin H. Fenichel

Name: Alvin H. Fenichel

Title: Senior Vice President and Controller

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 9, 2004

EQUITABLE HOLDINGS, LLC

By /s/Alvin H. Fenichel

Name: Alvin H. Fenichel

Title: Authorized Signatory

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 9, 2004

ACMC, INC.

By /s/Kevin R. Byrne

Name: Kevin R. Byrne
Title: Senior Vice President and
Chief Financial Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 9, 2004

ECMC, LLC

By /s/Alvin H. Fenichel

Name: Alvin H. Fenichel

Title: Authorized Signatory

MEMBERS OF THE MANAGEMENT BOARD, THE SUPERVISORY BOARD
AND THE EXECUTIVE OFFICERS
OF
AXA

The names of the Members of the Management Board, the Supervisory Board and the Executive Officers of AXA and their business addresses and principal occupations are set forth below. If no address is given, the Member's business address is that of AXA at 25, avenue Matignon, 75008 Paris, France. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to AXA and each individual is a citizen of the Republic of France.

Members of the Management Board

Name, Business Address -----	Present Principal Occupation -----
Henri de Castries	Chairman of the Management Board; Vice Chairman of the Board of Directors, Finaxa; Chairman of the Board, AXA Financial, Inc.
Claude Brunet	Member of the Management Board (in charge of Transversal Operations, Communications and Human Resources)
Christopher Condron(1)	Member of the Management Board (in charge of United States activities) and Executive Officer; President and Chief Executive Officer, AXA Financial, Inc.; Chairman, President and CEO, Equitable
Denis Duverne	Member of the Management Board and Chief Financial Officer
Francois Pierson AXA France Assurance Tour AXA 1 Place des Saisons 92083 Lad Defense Cedex	Member of the Management Board (in charge of Insurance in France, AXA Assistance, AXA Corporate Solutions Assurance and AXA Canada) and Executive Officer; Chairman, CEO, AXA France Assurance; CEO, Mutuelles AXA; Executive Officer, AXA Conseil I.A.R.D.

(1) Citizen of the United States of America

Members of the Supervisory Board

Name, Business Address -----	Present Principal Occupation -----
Claude Bebear	Chairman of the Supervisory Board; Chairman and CEO, Finaxa
Thierry Breton France Telecom 6, place d'Alleray 75505 Paris Cedex 15	Chairman and CEO, France Telecom; Chairman, Thomson S.A. (information technology) and Orange S.A. (telecommunications)
Jacques Calvet 7, rue de Tilsitt 75017 PARIS	Chairman of the Supervisory Board, Bazar de l'Hotel de Ville (BHV); Vice Chairman of the Supervisory Board, Galeries Lafayette
David Dautresme Lazard Freres 121, boulevard Haussmann 75008 PARIS	Senior Advisor, Lazard Freres (investment banking); Chairman of Parande Developpement (Groupe Euris)

Name, Business Address -----	Present Principal Occupation -----
Jean-Rene Fourtou Vivendi Universal 42 avenue de Friedland 75008 Paris	Vice Chairman of the Supervisory Board; Chairman and CEO, Vivendi Universal (global media and communications company); Chairman of the Supervisory Board, Vivendi Environnement and Groupe Canal+
Anthony Hamilton(2) Fox-Pitt, Kelton Group Ltd. 35 Wilson Street London EC2M 2SJ ENGLAND	Chairman, Fox-Pitt, Kelton Group Limited, Fox-Pitt , Kelton Nominees Limited (investment banking), AXA UK plc and AXA Equity and Law (UK)
Henri Hottinguer(3) Financiere Hottinguer Paris 43, rue Taitbout 75009 PARIS	Chairman and Chief Executive Officer of Financiere Hottinguer; Chairman of the Supervisory Board, Credit Suisse Hottinguer and Emba NV (Netherlands) ; Vice Chairman, Gaspee (Switzerland); Chairman of the Board of Directors, Hottinguer Capital Corp. (US); Chairman and CEO, Sofibus; SEVP and member of the Board of Directors, Intercom
Henri Lachmann SCHNEIDER Electric 43-45, bd Franklin Roosevelt 92504 Rueil Malmaison	Chairman and Chief Executive Officer, Schneider Electric (electric equipment)
Gerard Mestrallet Suez 16 rue de le Ville l'Eveque 75008 PARIS	Chairman and Chief Executive Officer, Suez; Chairman of the Board, Tractebel (Belgium) and Societe Generale de Belgique (Belgium); Vice Chairman, Hisusa (Spain) and Sociedad General de Aguas de Barcelona (Spain)

(2) Citizen of United Kingdom

(3) Citizen of Switzerland

Name, Business Address -----	Present Principal Occupation -----
Alfred von Oppenheim(4) Bank Sal. OPPENHEIM Jr. & Cie Unter Sachsenhausen 4 50667 KOLN Germany	Chairman of the Supervisory Board, Bank Sal. Oppenheim Jr. & Cie KgaA (Germany); Chairman of the Board, Bank SAL Oppenheim Jr & Cie (Schweiz) AG (Switzerland)
Michel Pebereau BNP Paribas 3 Rue d'Antin 75002 PARIS	Chairman and Chief Executive Officer, BNP Paribas (banking)
Bruno Roger Lazard Freres 121, boulevard Haussman 75008 PARIS	Chairman, Lazard Paris; Chairman of the Supervisory Board, EURAZEO
Ezra Suleiman (5)	Professor of Politics and Chair of the Committee for European Studies, Princeton University; Associate Professor, Institut d'Etudes Politiques, Paris

(4) Citizen of Germany	
(5) Citizen of the United States of America	

Executive Officers

Name, Business Address -----	Present Principal Occupation -----
Jean-Raymond Abat	Chief Executive Officer, AXA Seguros (Spain); Head of Mediterranean Region
Alfred Bouckaert(6) AXA Royale Belte 25 Boulevard du Souverain B-1170 Bruxelles Belgium	Chief Executive Officer, AXA Belgium
Claude Brunet	Member of the Management Board (in charge of Transversal Operations, Communications and Human Resources)
Bruce Calvert(7) Alliance Capital 1345 Avenue of the Americas New York, NY 10105	Chairman of the Board, Alliance Capital Management Corporation
Henri de Castries	Chairman of the Management Board; Vice Chairman of the Board of Directors, Finaxa; Chairman of the Board, AXA Financial, Inc.
Christopher Condron(8) AXA Financial 1290 Avenue of the Americas New York, NY 10104	Member of the Management Board; President and Chief Executive Officer, AXA Financial, Inc.; Chairman, President and CEO, Equitable

(6) Citizen of Belgium	
(7) Citizen of the United States of America	
(8) Citizen of the United States of America	

Name, Business Address -----	Present Principal Occupation -----
Claus-Michael Dill(9) AXA Colonia Konzern AG Gereonsdriesch 9-11 Postfach 10-07-26 50447 Cologne Germany	Chairman of the Management Board, AXA Konzern AG
Philippe Donnet AXA Assicurazioni Via Giacomo Leopardi, 15 20123 Milano Italy	Chief Executive Officer, AXA Japan; Chairman, AXA RE
Denis Duverne	Member of the Management Board and Chief Financial Officer
Dennis Holt(10) AXA UK 107 Cheapside ECV2 6DU London	Executive Officer, AXA UK
Nicolas Moreau	Chief Executive Officer, AXA Investment Managers
Les Owen(11) AXA Australia 447 Collins Street Melbourne - Victoria 3000 Australia	Managing Director, AXA Asia Pacific Holdings (Australia)

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- (9) Citizen of Germany
 - (10) Citizen of the United Kingdom
 - (11) Citizen of the United Kingdom

Name, Business Address -----	Present Principal Occupation -----
Francois Pierson AXA France Assurance Tour AXA 1 Place des Saisons 92083 Lad Defense Cedex	Member of the Management Board (in charge of Insurance in France, AXA Assistance, AXA Corporate Solutions Assurance and AXA Canada) and Executive Officer; Chairman, CEO, AXA France Assurance; CEO, Mutuelles AXA; Executive Officer , AXA Conseil I.A.R.D.
Michel Pinault	Executive Officer responsible for Asia-Pacific Business Unit (excluding Japan)
Stanley Tulin(12) AXA Financial, Inc. 1290 Avenue of the Americas New York, NY 10104	Vice Chairman and Chief Financial Officer, AXA Financial, Inc. and Equitable
----- (12) Citizen of the United States of America	

EXECUTIVE OFFICERS AND
MEMBERS OF THE CONSEIL D'ADMINISTRATION
OF
FINAXA

The names of the Members of the Conseil d'Administration and of the Executive Officers of Finaxa and their business addresses and principal occupations are set forth below. If no address is given, the Member's or Executive Officer's business address is that of Finaxa at 23, avenue Matignon, 75008 Paris, France. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Finaxa and each individual is a citizen of the Republic of France.

Name, Business Address	Present Principal Occupation
* Claude Bebear AXA 25, avenue Matignon 75008 PARIS	Chairman and Chief Executive Officer; Chairman of the Supervisory Board, AXA
* Henri de Castries AXA 25, avenue Matignon 75008 PARIS	Vice Chairman; Chairman of the Management Board , AXA; Chairman of the Board, AXA Financial, Inc.

Name, Business Address	Present Principal Occupation
* Henri Hottinguer(1) Financiere Hottinguer Paris 43, rue Taitbout 75009 PARIS	Chairman and Chief Executive Officer of Financiere Hottinguer; Chairman of the Supervisory Board, Credit Suisse Hottinguer and Emba NV (Netherlands); Vice Chairman, Gaspee (Switzerland); Chairman of the Board of Directors, Hottinguer Capital Corp. (US); Chairman and CEO, Sofibus; SEVP and member of the Board of Directors, Intercom
* Paul Hottinguer(2) Financiere HOTTINGUER 43, rue Taitbout 75009 PARIS	Chairman and Chief Executive Officer, Financiere Hottinguer (banking)
* Henri Lachmann SCHNEIDER Electric 43-45, bd Franklin Roosevelt 92504 Rueil Malmaison	Chairman and Chief Executive Officer, Schneider Electric (electric equipment)
* Christian Manset Compagnie Financiere Ottomane 7, rue Meryerbeer 75009 PARIS	Chairman and Chief Executive Officer, Compagnie Financiere Ottomane
* Octave Manset BMW France 78886 St. Quentin en Yvelynes	Communications Manager, BMW France (auto manufacturer)
* Michel Francois Poncet BNP PARIBAS 3, Rue d'Antin 75002 PARIS	Vice Chairman of the Board of Directors and President, BNP Paribas (Switzerland) (banking); Vice Chairman, Pargesa Holding (Switzerland)

(1) Citizen of Switzerland
(2) Citizen of Switzerland

Name, Business Address	Present Principal Occupation
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* Pierre de Waziers Societe Gramond 8 rue Sainte Lucie 75015 Paris	General Manager, Societe Gramond (business consulting)

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* Member, Conseil d'Administration

EXECUTIVE OFFICERS AND
MEMBERS OF THE CONSEIL D'ADMINISTRATION
OF
AXA ASSURANCES I.A.R.D. MUTUELLE

The names of the Members of the Conseil d'Administration and of the Executive Officers of AXA Assurances I.A.R.D. Mutuelle and their business addresses and principal occupations are set forth below. If no address is given, the Member's or Executive Officer's business address is that of AXA Assurances I.A.R.D. Mutuelle at 370, rue Saint Honore, 75001 Paris, France. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to AXA Assurances I.A.R.D. Mutuelle and each individual is a citizen of the Republic of France.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear	Chairman of the Supervisory Board, AXA; Chairman and CEO, Finaxa
* Henri de Castries AXA 25, avenue Matignon 75008 PARIS	Chairman; Chairman of the Management Board, AXA; Vice Chairman of the Board of Directors, Finaxa; Chairman of the Board, AXA Financial, Inc.
* Jean-Pierre Chaffin Representing ASSSE Federation de la Metallurgie CFE-CGC 5, rue La Bruyere 75009 PARIS	Chairman, AXA Assurances Vie Mutuelle and AXA Courtagage Assurance Mutuelle
* Francis Cordier	Retired

Name, Business Address -----	Present Principal Occupation -----
Jean-Laurent Granier	Vice-Chief Executive Officer; Vice-CEO, Mutuelles AXA
* Henri Lachmann SCHNEIDER Electric 64-70, Av. Jean-Baptiste Clement 92646 BOULOGNE CEDEX	Vice Chairman; Chairman and Chief Executive Officer, Schneider Electric (electric equipment)
* Octave Manset BMW France 78886 St. Quentin en Yvelynes	Communications Manager, BMW France (auto manufacturer)
* Alain de Marcellus	
Gaëlle Olivier	Secretary; Secretary, Mutuelles AXA
Jacques de Peretti	Vice-Chief Executive Officer; Vice-CEO, Mutuelles AXA
Francois Pierson Tour AXA 1, place des Saisons 92083 PARIS LA DEFENSE	Chief Executive Officer; Member of the Management Board and Executive Officer, AXA; Chairman, CEO, AXA France Assurance; CEO, Mutuelles AXA; Executive Officer, AXA Conseil I.A.R.D.
* Olivier Riche	
* Francois Richer	Retired
* Francis Vaudour	Retired
* Pierre de Waziers Societe Gramont 25 rue Sainte Lucie 75018 Paris, FRANCE	General Manager, Societe Gramond (business consulting)

* Member, Conseil d'Administration	

EXECUTIVE OFFICERS AND
MEMBERS OF THE CONSEIL D'ADMINISTRATION
OF
AXA ASSURANCES VIE MUTUELLE

The names of the Members of the Conseil d'Administration and of the Executive Officers of AXA Assurances Vie Mutuelle and their business addresses and principal occupations are set forth below. If no address is given, the Member's or Executive Officer's business address is that of AXA Assurances Vie Mutuelle at 370, rue Saint Honore, 75001 Paris, France. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to AXA Assurances Vie Mutuelle and each individual is a citizen of the Republic of France.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear	Chairman of the Supervisory Board, AXA; Chairman and CEO, Finaxa
* Henri de Castries AXA 25, avenue Matignon 75008 PARIS	Chairman; Chairman of the Management Board, AXA; Vice Chairman of the Board of Directors, Finaxa, Chairman, AXA Financial, Inc.
* Jean-Pierre Chaffin representing ASSSE Federation de la Metallurgie CFE-CGC 5, rue La Bruyere 75009 PARIS	Chairman; Chairman, AXA Courtage Assurance Mutuelle

Name, Business Address -----	Present Principal Occupation -----
Jean-Laurent Granier	Vice-Chief Executive Officer; Vice-CEO, Mutuelles AXA
* Henri Lachmann SCHNEIDER Electric 64-70, Av. Jean-Baptiste Clement 92646 BOULOGNE CEDEX	Vice Chairman; Chairman and Chief Executive Officer, Schneider Electric (electric equipment)
* Frederic Lucet	Senior Adviser, JP Morgan Chase
* Octave Manset BMW France 78886 St. Quentin en Yvelynes	Communications Manager, BMW France (auto manufacturer)
* Alain de Marcellus	
Gaelle Olivier	Secretary; Secretary, Mutuelles AXA
Jacques de Peretti	Vice-Chief Executive Officer; Vice-CEO, Mutuelles AXA
Francois Pierson Tour AXA 1, place des Saisons 92083 PARIS LA DEFENSE	Chief Executive Officer; Member of the Management Board and Executive Officer, AXA; Chairman, CEO, AXA France Assurance; CEO, Mutuelles AXA; Executive Officer, AXA Conseil I.A.R.D.
* Olivier Riche	
* Francois Richer	Retired
* Georges Rousseau	Retired

Name, Business Address	Present Principal Occupation
* Pierre de Waziers Societe Gramont 25 rue Sainte Lucie 75018 Paris, FRANCE	General Manager, Societe Gramond (business consulting)

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* Member, Conseil d'Administration

EXECUTIVE OFFICERS AND
MEMBERS OF THE CONSEIL D'ADMINISTRATION
OF
AXA COURTAGE ASSURANCE MUTUELLE

The names of the Members of Conseil d'Administration and the names and titles of the Executive Officers of AXA Courtage Assurance Mutuelle and their business addresses and principal occupations are set forth below. If no address is given, the Member's or Executive Officer's business address is that of AXA Courtage Assurance Mutuelle at 26, rue Louis-le-Grand, 75002 Paris, France. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to AXA Courtage Assurance Mutuelle and each individual is a citizen of the Republic of France.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear	Chairman of the Supervisory Board, AXA; Chairman and CEO, Finaxa
* Henri de Castries AXA 25, avenue Matignon 75008 PARIS	Chairman; Chairman of the Management Board, AXA; Vice Chairman of the Board of Directors, Finaxa; Chairman of the Board, AXA Financial, Inc.
* Jean-Pierre Chaffin Representing ASSSE Federation de la Metallurgie CFE-CGC 5, rue La Bruyere 75009 PARIS	Chairman; Chairman, AXA Assurances Vie Mutuelle
* Francis Cordier	Retired
* Gerard Coutelle	Retired

Name, Business Address	Present Principal Occupation
-----	-----
Jean-Laurent Granier	Vice-Chief Executive Officer; Vice-CEO, Mutuelles AXA
* Henri Lachmann SCHNEIDER Electric 64-70, Av. Jean-Baptiste Clement 92646 BOULOGNE CEDEX	Vice Chairman; Chairman and Chief Executive Officer, Schneider Electric (electric equipment)
* Octave Manset	Communications Manager, BMW France (auto manufacturer)
* Alain de Marcellus	
Gaelle Olivier	Secretary; Secretary, Mutuelles AXA
Jacques de Peretti	Vice-Chief Executive Officer; Vice-CEO, Mutuelles AXA
Francois Pierson Tour AXA 1, place des Saisons 92083 PARIS LA DEFENSE	Chief Executive Officer; Member of the Management Board and Executive Officer, AXA; Chairman, CEO, AXA France Assurance; CEO, Mutuelles AXA; Executive Officer, AXA Conseil I.A.R.D.
* Olivier Riche	
* Georges Rousseau	Retired
* Pierre de Waziers Societe Gramont 25 rue Sainte Lucie 75018 Paris, FRANCE	General Manager, Societe Gramond (business consulting)

* Member, Conseil d'Administration	

EXECUTIVE OFFICERS AND DIRECTORS
OF
AXA FINANCIAL, INC.

The names of the Directors and the names and titles of the Executive Officers of AXA Financial, Inc. ("AXF"), which is the sole member of AXA Financial Services, LLC, and their business addresses and principal occupations are set forth below. If no address is given, the Director's or Executive Officer's business address is that of AXF at 1290 Avenue of the Americas, New York, New York 10104. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to AXF and each individual is a United States citizen.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear (1) AXA 25, avenue Matignon 75008 Paris, France	Chairman of the Supervisory Board, AXA; Chairman and CEO, Finaxa
* Bruce W. Calvert Alliance Capital Management Corporation 1345 Ave. of the Americas New York, NY 10105	Chairman of the Board, Alliance Capital Management Corporation; Executive Officer, AXA
* Henri de Castries (1) AXA 25, avenue Matignon 75008 Paris, France	Chairman of the Board; Chairman of the Management Board, AXA; Vice Chairman of the Board of Directors, Finaxa
* Christopher M. Condron	President and Chief Executive Officer; Member of Management Board and Executive Officer, AXA; Chairman, President and CEO, Equitable

Name, Business Address	Present Principal Occupation
* Claus-Michael Dill (2) Gereonsdriesch 9-11 50670 Cologne, Germany	Chairman of the Management Board, AXA Konzern AG; Executive Officer, AXA
* Joseph L. Dionne 198 N. Wilton Rd. New Canaan, CT 06840	Retired Chairman of the Board and Chief Executive Officer, The McGraw Hill Companies (publishing)
* Denis Duverne (1) AXA 25, avenue Matignon 75008 Paris, France	Member of the Management Board and Chief Financial Officer, AXA
* Jean-Rene Fourtou (1) Vivendi Universal 42 avenue de Friedland 75008 Paris, France	Vice Chairman of the Supervisory Board; Chairman and CEO, Vivendi Universal (global media and communications company); Chairman of the Supervisory Board, Vivendi Environnement and Groupe Canal+
* John G. Graves Graves Ventures, LLC 130 Fifth Avenue New York, NY 10011	President and COO, Graves Ventures, LLC (publishing holding company)
* Donald J. Greene, Esq. c/o LeBoeuf, Lamb, Greene & MacRae LLP 125 West 55th Street New York, NY 10019	Attorney
* Anthony Hamilton(3) Fox-Pitt, Kelton Group Ltd. 35 Wilson Street London, England EC2M 2SJ	Chairman, Fox-Pitt, Kelton Group Limited, Fox-Pitt, Kelton Nominees Limited (investment banking), AXA UK plc and AXA Equity and Law (UK) ; Member of the Supervisory Board and Compensation Committee, AXA

Name, Business Address -----	Present Principal Occupation -----
* Nina Henderson 425 East 86th St. New York, NY 10028	Henderson Advisory Consulting (consulting firm)
* James F. Higgins Morgan Stanley Harborside Financial Center Plaza Two, Second Floor Jersey City, NJ 07311	Senior Advisor, Morgan Stanley (financial services)
* W. Edwin Jarmain (4) Jarmain Group Inc. 77 King Street West Suite 4545 Royal Trust Tower Toronto, Ontario M5K1K2 Canada	President, Jarmain Group Inc. (private investment holding company)
* Christina Johnson 230 Byram Shore Road Greenwich, Connecticut 06830	Former President and Chief Executive Officer, Saks Fifth Avenue Enterprises (retail)
* Scott D. Miller Hyatt Hotels Corporation 200 West Madison Street - Suite 3900 Chicago, Illinois 60606	Vice Chairman, Hyatt Hotels Corporation (hospitality)
* Joseph H. Moglia Ameritrade Holding Corporation 4211 South 102nd Street Omaha, Nebraska 68127	Chief Executive Officer, Ameritrade Holding Corporation (online brokerage)

Name, Business Address	Present Principal Occupation
----- Peter D. Noris	----- Executive Vice President and Chief Investment Officer; Executive Vice President and Chief Investment Officer, Equitable
Richard V. Silver	Executive Vice President and General Counsel; Executive Vice President and General Counsel, Equitable
* Peter J. Tobin St. John's University 101 Murray Street New Yorl, NY 10007	Special Assistant to the President, St. John's University
* Stanley B. Tulin	Vice Chairman & Chief Financial Officer; Executive Officer, AXA; Vice Chairman of the Board and Chief Financial Officer, Equitable
----- * Director	
(1) Citizen of the Republic of France	
(2) Citizen of Germany	
(3) Citizen of the United Kingdom	
(4) Citizen of Canada	

EXECUTIVE OFFICERS AND DIRECTORS
OF
THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES

The names of the Directors and the names and titles of the Executive Officers of The Equitable Life Assurance Society of the United States ("Equitable"), which is the sole member of Equitable Holdings, LLC, and their business addresses and principal occupations are set forth below. If no address is given, the Director's or Executive Officer's business address is that of Equitable at 1290 Avenue of the Americas, New York, New York 10104. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Equitable and each individual is a United States citizen.

Name, Business Address	Present Principal Occupation
----- Leon B. Billis	----- Executive Vice President and AXA Group Deputy Chief Information Officer
Jennifer Blevins	Executive Vice President
* Bruce W. Calvert Alliance Capital Management Corporation 1345 Avenue of the Americas New York, NY 10105	Chairman of the Board, Alliance Capital Management Corporation; Executive Officer, AXA
* Henri de Castries (1) AXA 25, avenue Matignon 75008 Paris, France	Chairman of the Management Board, AXA; Vice Chairman of the Board of Directors, Finaxa; Chairman of the Board, AXA Financial, Inc.

Name, Business Address	Present Principal Occupation
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* Christopher M. Condron	Chairman, President and Chief Executive Officer; President and Chief Executive Officer, AXA Financial, Inc.; Member of the Management Board and Executive Officer, AXA
* Claus-Michael Dill (2) Gereonsdriesch 9-11 AG; 50670 Cologne, Germany	Chairman of the Management Board, AXA Konzern Executive Officer, AXA
* Joseph L. Dionne 198 N. Wilton Rd. New Canaan, CT 06840	Retired Chairman of the Board and Chief Executive Officer of The McGraw Hill Companies (publishing)
* Denis Duverne (1) AXA 25, avenue Matignon 75008 Paris, France	Member of the Management Board and Chief Financial Officer, AXA
Mary Beth Farrell	Executive Vice President
* Jean-Rene Fourtou (1) Vivendi Universal 42 avenue de Friedland 75008 Paris, France	Vice Chairman of the Supervisory Board; Chairman and CEO, Vivendi Universal (global media and communications company); Chairman of the Supervisory Board, Vivendi Environnement and Groupe Canal+

Name, Business Address -----	Present Principal Occupation -----
* John C. Graves Graves Ventures, LLC 130 Fifth Avenue New York, NY	President and COO, Graves Ventures LLC (publishing holding company)
* Donald J. Greene, Esq. c/o LeBoeuf, Lamb, Greene & MacRae LLP 125 West 55th Street New York, NY 10019	Attorney
Jerald E. Hampton	Executive Vice President
* Nina Henderson 425 East 86th St. New York, NY 10028	Henderson Advisory Consulting (consulting firm)
* James F. Higgins Morgan Stanley Harborside Financial Center Plaza Two, Second Floor Jersey City, NJ 07311	Senior Advisor, Morgan Stanley (financial services)
* W. Edwin Jarmain (3) Jarmain Group Inc. 77 King Street West Suite 4545 Royal Trust Tower Toronto, Ontario M5K1K2 Canada	President, Jarmain Group Inc. (private investment holding company)
* Christina Johnson 230 Byram Shore Road Greenwich, Connecticut 06830	Former President and Chief Executive Officer, Saks Fifth Avenue Enterprises (retail)
Robert S. Jones, Jr.	Executive Vice President

Name, Business Address	Present Principal Occupation
----- William I. Levine	----- Executive Vice President and Chief Information Officer
* Scott D. Miller Hyatt Hotels Corporation 200 West Madison Street - Suite 3900 Chicago, Illinois 60606	Vice Chairman, Hyatt Hotels Corporation (hospitality)
* Joseph H. Moglia Ameritrade Holding Corporation 4211 South 102nd Street Omaha, Nebraska 68127	Chief Executive Officer, Ameritrade Holding Corporation (online brokerage)
Deanna Mulligan	Executive Vice President
Peter D. Noris	Executive Vice President and Chief Investment Officer; Executive Vice President and Chief Investment Officer, AXA Financial, Inc.
Richard V. Silver	Executive Vice President and General Counsel; Executive Vice President and General Counsel, AXA Financial, Inc.

Name, Business Address	Present Principal Occupation
-----	-----
* Peter J. Tobin St. John's University 101 Murray Street New Yorl, NY 10007	Special Assistant to the President, St. John's University
* Stanley B. Tulin	Vice Chairman & Chief Financial Officer; Executive Officer, AXA; Vice Chairman and Chief Financial Officer, AXA Financial, Inc.

* Director (1) Citizen of the Republic of France (2) Citizen of Germany (3) Citizen of Canada	

Exhibit 11

EXECUTIVE OFFICERS AND DIRECTORS
OF
ACMC, INC.

The names of the Directors and the names and titles of the Executive Officers of ACMC, Inc. and their business addresses and principal occupations are set forth below. If no address is given, the Director's or Executive Officer's business address is that of ACMC, Inc. at 1290 Avenue of the Americas, New York, New York, 10104. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to ACMC, Inc. and each individual is a United States citizen.

Name, Business Address -----	Present Principal Occupation -----
* Kevin R. Byrne	Senior Vice President and Chief Financial Officer; Senior Vice President and Treasurer, Equitable and AXA Financial, Inc.
* Christopher M. Condron	Member of Management Board and Executive Officer, AXA; President and CEO, AXA Financial, Inc.; Chairman, President and CEO, Equitable
* Stanley B. Tulin	Chairman, President and Chief Executive Officer; Executive Officer, AXA; Vice Chairman and Chief Financial Officer, Equitable and AXA Financial, Inc.

* Director	

SCB Inc.
c/o SCB Partners Inc.
50 Main Street
Suite 1000
White Plains, NY 10606

February 20, 2004

To: AXA Financial, Inc.
1290 Avenue of the Americas
New York, New York 10104
Attention: Stanley Tulin
Fax: (212) 707-1920

Alliance Capital Management L.P.
1345 Avenue of the Americas
New York, New York 10105
Attention: Mark Manley
Fax: (212) 969-2293

EXERCISE NOTICE

Pursuant to Section 2.4.1 of the Purchase Agreement dated as of June 20, 2000 by and among Alliance Capital Management L.P., AXA Financial, Inc. and Sanford C. Bernstein Inc. relating to the purchase and sale of Limited Partnership Interests of Alliance Capital Management L.P. (hereinafter the "Purchase Agreement"), SCB Inc. (formerly called Sanford C. Bernstein Inc.) and SCB Partners Inc. hereby notify you that they are requiring you to purchase 8.16 million Buyer Units, as defined in the Purchase Agreement, at the price specified therein. SCB Partners Inc., a wholly owned subsidiary of SCB Inc., holds record title to these units.

Any notices you give under the Purchase Agreement to the undersigned should be sent to Gerald M. Lieberman, c/o Alliance Capital Management L.P., 1345 Avenue of the Americas, New York, New York 10105; Fax: (212) 969-1193; Telephone (212) 969-6520.

SCB Inc.

SCB Partners Inc.

By: /s/ Lewis A. Sanders

Lewis A. Sanders
Chairman and CEO

By: /s/ Lewis A. Sanders

Lewis A. Sanders
Chairman and CEO

cc: Adam Spilka - Fax: 212-969-1334

AXA Financial, Inc.
The Equitable Life Assurance
Society of the United States
1290 Avenue of the Americas
New York, New York 10104

Kathryn E. Schneider
Vice President and Counsel
Law Department

March 2, 2004

Mr. Gerald M. Lieberman
c/o Alliance Capital Management L.P.
1345 Avenue of the Americas
New York, NY 10105

Dear Mr. Lieberman:

Pursuant to Sections 2.1 and 2.4.2 of the Purchase Agreement dated as of June 20, 2000 (the "Purchase Agreement") by and among Alliance Capital Management L.P. ("Alliance"), AXA Financial, Inc. and Sanford C. Bernstein Inc. relating to the purchase and sale of Buyer Units (except as otherwise stated, capitalized terms used herein shall have the same meaning as in the Purchase Agreement), AXA Financial hereby specifies Friday, March 5, 2004 as the Settlement Date for the purchase of the Buyer Units subject to the Exercise Notice to AXA Financial and Alliance from SCB Inc. and SCB Partners Inc., dated February 20, 2004, and hereby designates ECMC, LLC as the Designated Entity to purchase the Buyer Units subject to such Exercise Notice.

In addition, please note that any notice you give under the Purchase Agreement to AXA Financial should be given to:

Stanley B. Tulin
Vice Chairman and Chief Financial Officer
1290 Avenue of the Americas
New York, NY 10104
Fax: (212) 707-1920
Tel: (212) 314-4515

with copies to:

Kevin R. Byrne
Senior Vice President and Treasurer
1290 Avenue of the Americas
New York, NY 10104
Fax: (212) 707-1504
Tel: (212) 314-4081

and

Stuart L. Faust
Senior Vice President and Deputy General Counsel
1290 Avenue of the Americas
New York, NY 10104
Fax: (212) 707-1900
Tel: (212) 314-3843

Please call me if you have any comments.

Sincerely yours,

/s/ Kathryn E. Schneider

Kathryn E. Schneider

cc: Mark Manley
Kevin Byrne
Stuart Faust

