FORM 10-K

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

[X] ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]
For the Fiscal Year Ended December 31, 1993
OR
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]
For the transition period from to
Commission file number 1-9818

ALLIANCE CAPITAL
MANAGEMENT L.P.

(Exact name of REGISTRANT AS SPECIFIED in its charter)

Delaware	13-3434400
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1345 Avenue of the Americas New York, N.Y.	10105
(Address of principal executive offices)	(Zip Code)

Registrant's telephone NUMBER, INCLUDING AREA CODE (212) 969-1000

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Name of each exchange on which registered
Units representing assignments of beneficial ownership of limited partnership interests	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K [ ]

The aggregate market value of the Units representing assignments of beneficial ownership of limited partnership interests held by non-affiliates of the registrant as of March 14, 1994 (based on the price at which Units were sold on the New York Stock Exchange) was approximately $1,762,168,000.

The number of Units representing assignments of beneficial ownership of limited partnership interests outstanding as of March 14, 1994 was 72,909,560 Units.

DOCUMENTS INCORPORATED BY REFERENCE

Certain pages of the Alliance Capital Management L.P. 1993 Annual Report to Unitholders are incorporated by reference in Part II of this Form 10-K.

GLOSSARY OF CERTAIN DEFINED TERMS

"Partnership" refers to Alliance Capital Management L.P., a Delaware limited partnership, and its subsidiaries and, where appropriate, to its predecessor ACMC and its subsidiaries.

"ACMC" refers to ACMC, Inc., a wholly-owned subsidiary of Equitable.

"Alliance" refers to Alliance Capital Management Corporation, a wholly-owned subsidiary of Equitable, and, where appropriate, to its predecessor ACMC.

"AXA" refers to AXA, a societe anonyme organized under the laws of France.

"ECI" refers to The Equitable Companies Incorporated.

"Equitable" refers to The Equitable Life Assurance Society of the United States, a wholly-owned subsidiary of ECI, and its subsidiaries other than the Partnership and its subsidiaries.

"General Partner" refers to Alliance in its capacity as general partner of the Partnership, and, where appropriate, to ACMC, its predecessor, in its capacity as general partner of the Partnership.

"Units" refer to units representing assignments of beneficial ownership of limited partnership interests in the Partnership.

PART I

ITEM 1. BUSINESS

General

The Partnership was formed in 1987 to succeed to the business of ACMC which began providing investment management services in 1971. On April 21, 1988 the business and substantially all of the operating assets of ACMC were conveyed to the Partnership in exchange for a 1% general partnership interest in the Partnership and 30,868,182 Units (adjusted to reflect the Partnership's two for one Unit split effective February 22, 1993). In December 1991 ACMC transferred its 1% general partnership interest in the Partnership to Alliance.

On February 10, 1993 the Partnership declared a two for one Unit split payable to Unitholders of record on February 22, 1993. All Unit and per Unit amounts in this Annual Report on Form 10-K have been adjusted where necessary to reflect the Unit split.

In July 1992 AXA acquired 49% of the issued and outstanding shares of the capital stock of ECI. ECI is a public company with shares traded on the New York Stock Exchange, Inc. ("NYSE"). ECI owns all of the shares of Equitable.

AXA is a member of a group of companies ("AXA Group") that is the second largest insurance group in France and one of the largest insurance groups in Europe. Principally engaged in property and casualty insurance and life insurance in Europe and elsewhere in the world, the AXA Group is also involved in real estate operations and certain other financial services, including mutual fund management, lease financing services and brokerage services. Based on information provided by AXA, as of December 31, 1993, 42.7% of the voting shares (representing 54.8% of the voting power) of AXA were owned by Midi Participations, a French corporation that is a holding company. The voting shares of Midi Participations are in turn owned 60% by Finaxa, a French corporation that is a holding company, and 40% by subsidiaries of Assicurazioni Generali S.p.A., an Italian corporation ("Generali") (one of which, Belgica Insurance Holdings S.A., a Belgian corporation, owned 34.2%). As of December 31, 1993, 62.4% of the voting shares (representing 71.5% of the voting power) of Finaxa were owned by five French mutual insurance companies ("Mutuelles AXA") one of which, AXA Assurance I.A.R.D. Mutuelle, owned 31.6% of the voting shares (representing 45.5% of the voting power), and 27.1% of the voting shares (representing

19.7% of the voting power) of Finaxa were owned by Compagnie Financiere de Paribas, a French financial institution engaged in banking and related activities ("Paribas"). Including the shares owned by Midi Participations, as of December 31, 1993, the Mutuelles AXA directly or indirectly owned 51.7% of the voting shares (representing 64.2% of the voting power) of AXA. In addition, certain subsidiaries of AXA own 0.3% of the shares of AXA which may not be voted. Acting as a group, the Mutuelles AXA control AXA, Midi Participations and Finaxa. The Mutuelles AXA have approximately 1.5 million policyholders.

On July 22, 1993 the business and substantially all of the assets of Equitable Capital Management Corporation ("ECMC") were transferred to the Partnership. The Partnership assumed substantially all of ECMC's liabilities and issued 12,500,000 Units (consisting of 12,400,000 Units and a newly created Class A Limited Partnership Interest convertible initially into 100,000 Units). The Partnership issued 11,800,000 of the Units and the Class A Limited Partnership Interest to ECMC. ECMC may receive additional Units valued at up to $25 million under a formula based on contingent incentive fees received by the Partnership prior to April 1, 1998. The remaining 600,000 Units were issued to certain ECMC employees at a substantial discount from market value. In addition, ACMC purchased 2,380,952 Units for $50 million in cash. ECMC and ACMC are wholly-owned subsidiaries of Equitable. As a result of this transaction Equitable's direct and indirect percentage ownership interest in the Units increased to approximately 63%. The transaction was accounted for in a manner similar to the pooling of interests method. Accordingly, all financial data for all periods presented, except as specifically stated herein, has been restated to include the results of operations of ECMC.

On March 7, 1994 the Partnership acquired the business of Shields Asset Management, Incorporated ("Shields") and its wholly-owned subsidiary, Regent Investor Services Incorporated ("Regent") for a purchase price of $70 million in cash. Shields and Regent are investment managers with client assets under management aggregating approximately $8 billion as of December 31, 1993. Shields' clients consist primarily of collectively bargained multiemployer retirement plan accounts. Regent's clients are primarily smaller retirement plan accounts and "wrap-fee" accounts of individuals maintained with third-party broker-dealers with whom Regent has entered into agreements under which Regent is one of several investment managers who may be selected by the client. In addition the Partnership issued 645,160 new Units to key employees of Shields and Regent in connection with their entering into long term employment agreements.

The Partnership, one of the nation's largest investment advisers, provides diversified investment management services both to institutional clients and, through various investment vehicles, to individual investors.

The Partnership's institutional account management business consists primarily of the active management of equity and fixed income accounts. The Partnership's institutional clients include corporate and public employee pension funds, the general and separate accounts of Equitable and its insurance company subsidiaries, endowment funds, and other domestic and foreign institutions. The Partnership's individual investor services, which developed as a diversification of its institutional investment management business, consist of the management, distribution and servicing of mutual funds and cash management products, including money market funds and deposit accounts.

The following tables provide a summary of assets under management and associated revenues:

ASSETS UNDER MANAGEMENT
(in millions)

	December 31,				
	1989	1990	1991	1992	1993
Institutional Account Management (1)	$ 66,242	$ 59,987	$ 70,308	$ 70,514	$ 77,912
Individual Investor Services:					
Alliance Mutual Funds	6,755	10,310	16,143	15,588	22,045
The Hudson River Trust	2,975	3,198	4,824	5,484	7,171
Cash Management Services (2)	5,294	5,945	6,681	7,095	8,148
Total	$ 81,266	$ 79,440	$ 97,956	$ 98,681	$ 115,276

REVENUES
(in thousands)

	Years Ended December 31,				
	1989	1990	1991	1992	1993
Institutional Account Management (1)	$183,226	$164,734	$182,078	$178,289	$190,921
Individual Investor Services:					
Alliance Mutual Funds	59,138	94,318	158,562	196,964	221,005
The Hudson River Trust (3)	6,889	8,380	10,874	13,941	18,090
Cash Management Services (2)	39,481	43,996	54,856	58,379	64,464
Other	5,838	5,307	6,230	5,698	5,037
Total	$294,572	$316,735	$412,600	$453,271	$499,517

(1) Includes the general and separate accounts of Equitable and its insurance company subsidiaries.
(2) Includes money market deposit accounts brokered by the Partnership for which no investment management services are performed.
(3) Net of certain fees paid to Equitable for services rendered by Equitable in marketing the variable annuity insurance and variable life products for which The Hudson River Trust is the funding vehicle.

Institutional Account Management

The Partnership provides investment management services to institutional clients. As of December 31, 1991, 1992, and 1993 institutional accounts (other than investment companies and deposit accounts) represented approximately 72%, 71%, and 68% respectively, of the total assets under management by the Partnership. The fees earned from the management of those accounts represented approximately 44%, 39% and 38% of the Partnership's revenues for 1991, 1992 and 1993, respectively.

INSTITUTIONAL ACCOUNT ASSETS UNDER MANAGEMENT
(in millions)

	December 31,				
	1989	1990	1991	1992	1993
Equity & Balanced					
Domestic	$ 21,739	$ 20,681	$ 27,826	$ 28,452	$ 30,961
International & Global	1,705	1,949	2,315	2,313	2,913
Fixed Income					
Domestic	33,696	28,822	27,806	26,419	28,596
International & Global	124	219	1,086	2,344	2,252
Passive					
Domestic	7,880	7,545	9,735	9,688	11,240
International & Global	752	611	1,376	1,116	1,760
Other	346	160	164	182	190
Total	$ 66,242	$ 59,987	$ 70,308	$ 70,514	$ 77,912

REVENUES FROM INSTITUTIONAL ACCOUNT MANAGEMENT
(in thousands)

	Years Ended December 31,				
	1989	1990	1991	1992	1993
Investment Services:					
Equity & Balanced					
Domestic	$ 67,538	$ 69,688	$ 77,215	$ 87,875	$ 94,976
International & Global	5,065	5,484	6,571	6,945	7,166
Fixed Income					
Domestic	96,971	72,478	81,600	64,277	66,131
International & Global	161	541	1,688	3,902	4,895
Passive					
Domestic	3,705	3,610	4,692	4,342	6,220
International & Global	888	1,090	1,725	2,292	2,790
Other	1,974	3,724	1,483	1,553	1,543
	176,302	156,615	174,974	171,186	183,721
Service and other fees	6,924	8,119	7,104	7,103	7,200
Total	$183,226	$164,734	$182,078	$178,289	$190,921

Investment Management Services

The Partnership's institutional account management business consists primarily of the active management of equity accounts, balanced (equity and fixed income) accounts and fixed income accounts. The Partnership also provides active management for venture capital portfolios, and international (non-U.S.) and global (including U.S.) equity, balanced and fixed income portfolios. The Partnership provides "passive" management services for equity, fixed income and international accounts. As of December 31, 1993 the Partnership's accounts were managed by 81 portfolio managers with an average of 16 years of experience in the industry and 10 years of experience with the Partnership.

EQUITY AND BALANCED ACCOUNTS. The Partnership's equity and balanced accounts contributed approximately 20%, 21% and 20% of the Partnership's total revenues for 1991, 1992 and 1993, respectively. Assets under management relating to active equity and balanced accounts grew from approximately $19.7 billion as of December 31, 1988 to approximately $33.9 billion as of December 31, 1993.

The Partnership has had a distinct and consistent style of equity investing that has remained essentially unchanged since its inception. The Partnership does not emphasize market timing as an investment tool but instead emphasizes long-term trends and objectives, generally remaining fully invested. The Partnership's strategy is to invest in the securities of companies experiencing growing earnings momentum. Consequently, the Partnership's client portfolios tend to include growth stocks. The result of these investment characteristics is that the Partnership's client portfolios tend to have, as compared to the average of companies comprising the Standard & Poor's Index of 500 Stocks ("S&P 500"), a greater market price volatility, a lower average yield, and a higher average price-earnings ratio.

The Partnership's principal method of securities evaluation is through fundamental analysis undertaken by its internal staff of full-time research analysts, supplemented by research undertaken by the Partnership's portfolio managers. The Partnership holds frequent investment strategy meetings in which senior management, portfolio managers and analysts establish the Partnership's firmwide investment strategy, including asset classes and mix, investment themes, and industry concentrations. The Partnership's portfolio managers then construct and maintain portfolios that adhere to each client's guidelines and conform to the Partnership's current investment strategy.

The Partnership's balanced accounts consist of an equity component and a fixed income component. Typically, from 50% to 75% of a balanced account is managed in the same manner as a separate equity account, while the remaining fixed income component is oriented toward capital preservation and income generation.

FIXED INCOME ACCOUNTS. The Partnership's fixed income accounts contributed approximately 20%, 15% and 14% of the Partnership's total revenues for 1991, 1992 and 1993, respectively. Assets under management relating to active fixed income accounts decreased from approximately $30.9 billion as of December 31, 1988 to approximately $30.8 billion as of December 31, 1993.

The Partnership's fixed income management services include conventional actively managed bond portfolios in which portfolio maturity structures, market sector concentrations and other characteristics are actively shifted in anticipation of market changes. The fixed income services also include managing portfolios investing in foreign government securities and other foreign debt securities of high quality and short duration, utilizing currency cross hedging to manage currency risk. Sector concentrations and other portfolio characteristics are heavily committed to areas that the Partnership's portfolio managers believe have the best investment values. The Partnership also manages portfolios that are confined to investment in specialized areas of the fixed income markets, such as mortgage-backed securities and high yield bonds.

Alliance Corporate Finance Group Incorporated ("ACFG"), a wholly-owned subsidiary of the Partnership, manages investments in private mezzanine financings and private investment limited partnerships. Private mezzanine financings are investments in the subordinated debt and/or preferred stock portion of leveraged transactions (such as leveraged buy-outs, leveraged acquisitions and leveraged recapitalizations). Such investments may be coupled with a contingent interest component or investment in an equity participation, which provide the potential for capital appreciation.

ACFG uses a network of investment banks, commercial banks, other financial institutions and issuers to generate investment opportunities in the private placement market. This network permits ACFG to seek to manage risk through high selectivity and diversification strategies. ACFG also seeks to mitigate risk through an ongoing program of monitoring the performance of the companies in its portfolios. In addition, ACFG maintains a separate Investment Recovery Group responsible for maximizing the recovery of clients' investments in troubled companies.

ACFG manages two private investment funds designed for institutional investors, with an aggregate of approximately $986 million under management as of December 31, 1993. As of that date, Equitable and its insurance company subsidiaries had investments of approximately $329 million in these funds.

The Partnership manages two collateralized bond obligation funds whose pool of collateral debt securities consist primarily of privately-placed, fixed rate corporate debt securities acquired from Equitable and its affiliates. As of December 31, 1993 these funds had approximately $768 million under management. As of that date, Equitable and its insurance company subsidiaries had investments of approximately $374 million in these funds.

ACFG also manages two limited partnerships regulated as business development companies under the Investment Company Act of 1940 ("Investment Company Act") which invest primarily in private mezzanine financings. As of December 31, 1993 these funds had net assets of approximately $377 million.

OTHER SERVICES. The Partnership's strategy in passive portfolio management is to provide customized portfolios to meet specialized client needs, such as a portfolio fitted to an index of small-capitalization stocks. In addition, the Partnership offers domestic and international indexation strategies, such as portfolios designed to match the performance characteristics of the S&P 500 and the Morgan Stanley Capital International Indices. The Partnership also offers a variety of structured fixed income portfolio applications, including immunization (designed to produce a compound rate of return over a specified time, irrespective of interest rate movements), dedication (designed to produce specific cash flows at specific times to fund known liabilities) and indexation (designed to replicate the return of a specified market index or benchmark). A subsidiary of the Partnership is the manager of four passive U.K. unit trusts which invest in small capitalization common stocks on a global basis. As of December 31, 1993, the Partnership managed approximately $13.0 billion in passive portfolios.

Subsidiaries of the Partnership maintain offices in London, England and Tokyo, Japan which provide international and global investment management and advisory services to institutional and other clients, and in Melbourne, Australia and Vancouver, Canada, Toronto, Canada and Singapore which market investment management services.

Clients

The approximately 940 institutional accounts (other than investment companies) for which the Partnership acts as investment manager include corporate employee benefit plans, public employee retirement systems, the general and separate accounts of Equitable and its insurance company subsidiaries, endowment funds, foundations, foreign governments and financial and other institutions. Generally, the minimum size for a new separately managed account is $10 million.

The general and separate accounts of Equitable and its insurance company subsidiaries are the Partnership's largest institutional clients. As of December 31, 1993 these accounts, excluding investments made by these accounts in The Hudson River Trust (See "Individual Investor Services - The Hudson River Trust"), represented approximately 22.1% of total assets under management by the Partnership and approximately 12.4% of the Partnership's annual revenues for 1993.

Prior to the acquisition of the business and substantially all of the assets of ECMC during 1993, corporate employee benefit plans ("corporate plans") constituted the largest segment of the Partnership's institutional clients. As of December 31, 1993, corporate plan accounts represented approximately 17% of total assets under management by the Partnership. Assets under management for other tax-exempt accounts, including public employee benefit funds organized by government agencies and municipalities, endowments, foundations and multi-employer employee benefit plans, represented approximately 28% of total assets under management as of December 31, 1993.

The following table lists the Partnership's ten largest institutional clients, ranked in order of size of total assets under management as of December 31, 1993. Since the Partnership's fee schedules vary based on the type of account, the table does not reflect the ten largest revenue generating clients.

Client or Sponsoring Employer	Type of Account
Equitable and its insurance company subsidiaries	Equity, Fixed Income, Passive
A Foreign Government Central Bank	Equity, Global Equity, Fixed Income, Global Fixed Income
North Carolina Retirement System	Passive Equity, Equity, Global Equity
BellSouth Corporation	Passive Equity
State Board of Administration of Florida	Equity, Fixed Income
Ford Motor Company	Equity, Venture Capital
Boeing Company	Equity, Balanced
Ontario Municipal Employees Retirement System	Passive Equity
National Westminster Bancorp, Inc.	Equity, Fixed Income
Wyoming Retirement System	Balanced

As of December 31, 1993 these institutional clients accounted for approximately 43.0% of the Partnership's total assets under management. No single institutional client other than Equitable and its insurance company subsidiaries accounted for more than approximately 1.1% of the Partnership's total revenues for the year ended December 31, 1993.

Since its inception, the Partnership has experienced periods when it gained significant numbers of new accounts or amounts of assets under management and periods when it lost significant accounts or assets under management. These fluctuations result from, among other things, the relative attractiveness of the Partnership's investment style or level of performance under prevailing market conditions, changes in the investment patterns of clients that dictate a shift in assets under management and other circumstances such as changes in the management or control of a client.

Investment Management Agreements and Fees

The Partnership's institutional accounts are managed pursuant to a written investment management agreement between the client and the Partnership, which usually is terminable at any time or upon relatively short notice by either party. In general, the Partnership's contracts may not be assigned without the consent of the client.

In providing investment management services to institutional clients, the Partnership is principally compensated on the basis of fees calculated as a percentage of assets under management. Fees are generally billed quarterly and are calculated on the net asset value of an account at the beginning or end of a quarter or on the average of such values during the quarter. As a result, fluctuations in the amount or value of assets under management are reflected in revenues from management fees within two calendar quarters.

Management fees paid on equity and balanced accounts are generally charged in accordance with a fee schedule that ranges from 0.75% (for the first $10 million in assets) to 0.25% (for assets over $60 million) per annum of assets under management. Fees for the management of fixed income portfolios generally are charged in accordance with lower fee schedules, while fees for passive equity portfolios typically are even lower. With respect to approximately 6.1% of assets under management, including certain of the portfolios of the clients listed in the table listing the Partnership's ten largest institutional clients, the Partnership charges performance-based fees, which consist of a relatively low base fee plus an additional fee based on a percentage of assets if investment performance for the account exceeds certain benchmarks. No assurance can be given that such fee arrangements will not become more common in the investment management industry. Utilization of such fee arrangements by the Partnership on a broader basis could create greater fluctuations in the Partnership's revenues.

ACFG's fees for corporate finance activities generally involve the payment of a base management fee ranging from 0.10% to 1.00% of assets under management per annum. In some cases ACFG receives incentive fees generally equivalent to 20% of any gains in excess of a specified hurdle rate.

In connection with the investment advisory services provided to the general and separate accounts of Equitable and its insurance company subsidiaries the Partnership provides ancillary accounting, valuation, reporting, treasury and other services for regulatory purposes.

Marketing

The Partnership's institutional products are marketed by marketing specialists assisted by portfolio managers. These marketing specialists solicit business on a full-time basis for the entire range of the Partnership's institutional account management services. Regional office personnel, including investment managers, participate directly in attracting business for their particular office and products. In addition, marketing specialists are dedicated to public retirement systems.

Individual Investor Services

The Partnership (i) manages and sponsors a broad range of open-end and closed-end mutual funds other than The Hudson River Trust ("Alliance Mutual Funds"), (ii) manages The Hudson River Trust which is the funding vehicle for the variable annuity insurance and variable life insurance products offered by Equitable and its insurance company subsidiaries, and (iii) provides cash management services (money market funds and federally insured deposit accounts) that are marketed to individual investors through broker-dealers and other financial intermediaries. The assets comprising all Alliance Mutual Funds, The Hudson River Trust and deposit accounts on December 31, 1993 amounted to approximately $37.4 billion held in more than 1,500,000 investor accounts. The assets of the Alliance Mutual Funds and The Hudson River Trust are managed by the same investment professionals who manage the Partnership's institutional client accounts.

REVENUES FROM INDIVIDUAL INVESTOR SERVICES
(in thousands)

	Years Ended December 31,				
	1989	1990	1991	1992	1993
Alliance Mutual Funds:					
Investment Services	$ 41,314	$ 56,995	$ 83,245	$100,057	$109,692
Distribution Plan Fees	8,864	23,105	57,125	78,455	89,253
Service and Other Fees	5,851	7,438	11,894	14,149	16,901
Underwriting Commissions	3,109	6,780	6,298	4,303	5,159
	59,138	94,318	158,562	196,964	221,005
The Hudson River Trust:					
Investment Services (1)	6,811	8,229	10,714	13,814	17,148
Service and Other Fees	78	151	160	127	942
	6,889	8,380	10,874	13,941	18,090
Cash Management Services:					
Investment Services (2)	27,822	30,942	35,112	36,788	40,202
Distribution Plan Fees	5,432	7,382	12,888	14,530	16,007
Service and Other Fees	3,735	4,467	5,932	6,721	7,890
Underwriting Commissions	2,492	1,205	924	340	365
	39,481	43,996	54,856	58,379	64,464
Total	$105,508	$146,694	$224,292	$269,284	$303,559

(1) Net of certain fees paid to Equitable for services rendered by Equitable in marketing the variable annuity insurance and variable life products for which The Hudson River Trust is the funding vehicle.
(2) Includes fees received by the Partnership in connection with its distribution of money market deposit accounts for which no investment management services are provided.

Alliance Mutual Funds

The Partnership has been managing mutual funds since 1971. Since then, the Partnership has sponsored open-end load mutual funds, closed-end mutual funds and offshore mutual funds. On December 31, 1993 the assets in the Alliance Mutual Funds totalled approximately $22.0 billion. Additional funds are under development.

	Year First Managed	Net Assets as of December 31, 1993 (in millions)
Fixed Income--Taxable		
Alliance Short-Term Multi-Market Trust	1989	$2,508.7
Alliance Mortgage Securities Income Fund	1984	2,388.2
Alliance North American Government Income Trust.	1992	2,136.1
Alliance Bond Fund--U.S. Government Portfolio.	1985	1,600.5
Alliance Multi-Market Strategy Trust	1991	486.2
Alliance Mortgage Strategy Trust	1992	481.3
Alliance Bond Fund--Corporate Bond Portfolio	1986	437.8
Alliance World Income Trust.	1990	137.2
Alliance Multi-Market Income and Growth Trust.	1991	97.6
Alliance Multi-Market Income Trust	1990	18.2
Alliance Short-Term U.S. Government Fund	1992	11.3
Fixed Income--Tax Exempt		
Alliance Municipal Income Fund-- California.	1986	819.3
Alliance Municipal Income Fund-- National.	1986	806.7
Alliance Municipal Income Fund-- New York.	1986	326.8
Alliance Municipal Income Fund-- Insured National.	1986	267.8
Alliance Municipal Income Fund-- Insured California.	1986	162.7
Alliance Municipal Income Fund II Florida	1993	79.2
Alliance Municipal Income Fund II New Jersey.	1993	60.4
Alliance Municipal Income Fund II Pennsylvania.	1993	44.1
Alliance Municipal Income Fund II Ohio.	1993	42.9
Alliance Municipal Income Fund II Minnesota	1993	16.1
Equity and Balanced		
The Alliance Fund.	1984	848.2
Alliance Growth & Income Fund.	1986	537.0
Alliance Growth Fund	1987	238.3
Alliance Quasar Fund	1971	216.2
Alliance International Fund.	1981	203.2
Alliance Premier Growth Fund	1992	201.6

Alliance Balanced Shares	1986	189.3
Alliance Technology Fund	1982	177.4
Fiduciary Management Associates.	1971	139.6
Alliance New Europe Fund	1990	104.1
Alliance Global Small Cap Fund	1984	70.1
Alliance Counterpoint Fund	1985	59.7
Alliance Balanced Fund	1987	50.3
Alliance Conservative Investors.	1992	39.7
Alliance Growth Investors Fund	1992	32.0
Alliance Global Fund-Canadian Portfolio.	1986	13.8
Alliance Utility Income Fund	1993	1.1

Offshore Funds

Alliance Global Investments-American Income Portfolio. . . .	1993	299.5
Alliance Australia Short Duration Mortgage Trust	1993	269.6
Alliance Short Duration Mortgage Fund.	1992	138.4
India Liberalisation Fund.	1993	133.6
Alliance Global Investments - Developing Regional Markets Portfolio.	1992	120.7
Alliance International Health Care Fund.	1983	101.4
Alliance Global Investments - Global Growth Trends Portfolio	1991	89.0
Alliance Worldwide Income Fund	1990	57.0
Alliance New Zealand Short Duration Mortgage Trust	1993	55.9
Alliance Global Income Fund	1991	48.1
Bancomer Alliance Mexican Peso Trust	1992	38.5
Alliance American Fund	1992	31.2
The Spanish Smaller Companies Fund (Closed-End)	1991	14.5
Alliance International Technology Fund	1984	12.4
Alliance Global Leisure Fund	1990	12.3
ML-Alliance Asset Allocation N.V. (Closed-End)	1989	4.3

Closed-End Funds

Alliance World Dollar Government Fund II	1993	1,093.6
ACM Government Securities Fund	1988	829.8
ACM Government Income Fund	1987	616.1
ACM Managed Dollar Income Fund	1993	392.0
ACM Government Spectrum Fund	1988	345.4
ACM Managed Income Fund.	1988	283.0
ACM Municipal Securities Income Fund	1993	243.9
Alliance World Dollar Government Fund.	1992	140.7
ACM Government Opportunity Fund.	1988	116.9
ACM Managed Multi-Market Trust	1990	97.9
The Spain Fund	1988	96.5
The Austria Fund	1989	84.1
Alliance Global Environment Fund	1990	78.3
The Korean Investment Fund	1992	52.3

Variable Insurance Funds

Alliance Variable Products Series Fund, Inc.--Short Term Multi-Market Portfolio.	1990	23.6
Alliance Variable Products Series Fund, Inc.--Growth and Income Portfolio.	1991	22.7
Alliance Variable Products Series Fund, Inc.--Growth Portfolio	1992	13.6
Alliance Variable Products Series Fund, Inc.--Global Bond Portfolio.	1991	6.7
Alliance Variable Products Series Fund, Inc.--U.S. Government/High Grade Securities Portfolios . .	1992	1.4
Alliance Variable Products Series Fund, Inc.--International Portfolio.	1992	0.7
Alliance Variable Products Series Fund, Inc.--Total Return Portfolio	1992	0.4
Alliance Variable Products Series Fund, Inc.--Money Market Portfolio	1992	0.1
Wrap Fee Programs		
Equico Classic Strategies	1992	24.1
Smith Barney Suggest III	1992	4.3
Total		$22,045.2

The Hudson River Trust

The Hudson River Trust is the funding vehicle for the variable annuity insurance and variable life insurance products offered by Equitable and its insurance company subsidiaries. On December 31, 1993 the assets of the various portfolios of The Hudson River Trust were as follows:

	Year First Managed	Net Assets as of December 31, 1993 (in millions)
Common Stock Portfolio	1983	$ 3,125.1
Aggressive Stock Portfolio	1986	1,557.4
Balanced Portfolio	1986	1,364.6
Growth Investors Portfolio	1989	278.5
Money Market Portfolio	1983	248.5
Intermediate Government Portfolio.	1991	158.5
Global Portfolio	1987	141.3
Conservative Investors Portfolio	1989	114.4
Quality Bond Portfolio	1993	104.8
High Yield Portfolio	1987	67.2
Short Term World Income Fund	1991	8.7
Growth & Income Portfolio.	1993	1.5
Total.		$7,170.5

DISTRIBUTION. The Alliance Mutual Funds are distributed to individual investors through national and regional broker-dealers, insurance sales representatives, banks and other financial intermediaries. Alliance Fund Distributors, Inc. ("AFD"), a registered broker-dealer and a wholly-owned subsidiary of the Partnership, serves as the principal underwriter and distributor of the Alliance Mutual Funds registered under the Investment Company Act of 1940 as "open-end" investment companies ("U.S. Funds") and serves as the placing or distribution agent of the Alliance Mutual Funds not registered under the Investment Company Act ("Offshore Funds"). 63 sales representatives devote their time exclusively to promoting the sale of Alliance Mutual Fund shares by financial intermediaries.

Many of the financial intermediaries that sell shares of Alliance Mutual Funds also offer shares of funds not managed by the Partnership and, in some cases, offer shares managed by their own affiliates.

During 1993 the Partnership expanded its mutual fund distribution system (the "System") to include a third distribution option. The System permits open-end Alliance Mutual Funds to offer investors the option of purchasing shares (a) subject to a conventional front-end sales charge ("Class A Shares"), (b) without a front-end sales charge but subject to a contingent deferred sales charge payable by shareholders ("CDSC") and higher distribution fees and transfer agent costs payable by the Funds ("Class B Shares") or (c) without either a front-end sales charge or the CDSC but with higher distribution fees payable by the funds ("Class C Shares"). If a shareholder purchases Class A Shares, AFD compensates the financial intermediary distributing the Fund from a portion of the front-end sales charge paid by the shareholder at the time of each sale. If a shareholder purchases Class B Shares, AFD does not collect a front-end sales charge even though AFD is obligated to compensate the financial intermediary at the time of each sale. Payments made to financial intermediaries during 1993 in connection with the System, net of CDSC received, totalled approximately $75.3 million. Management of the Partnership believes AFD will recover the payments made to financial intermediaries from the higher distribution fees and CDSC it receives over periods not exceeding 5 1/2 years. If a shareholder purchases Class C Shares, AFD does not collect a front-end sales charge or CDSC and does not compensate the financial intermediary at the time of sales but the entire amount of the distribution fees attributable to Class C Shares is paid to the financial intermediary. The rules of the National Association of Securities Dealers, Inc. effectively limit the aggregate of all front-end, deferred and asset-based sales charges paid to AFD with respect to any class of its shares by each open-end Alliance Mutual fund to 6.25% of cumulative gross sales of shares of that class, plus interest at the prime rate plus 1% per annum.

The open-end U.S. Funds and Offshore Funds have entered into agreements with AFD, under which AFD is paid a distribution services fee. The Partnership uses borrowings and its own resources to finance distribution of open-end Alliance Mutual Fund shares.

The selling and distribution agreements between AFD and the financial intermediaries that distribute Alliance Mutual Funds are terminable by either party upon notice (generally of not more than sixty days) and do not obligate the financial intermediary to sell any specific amount of fund shares. A small amount of mutual fund sales is made directly by AFD, in which case AFD retains the entire sales charge paid.

During 1993 the ten largest dealers with which AFD had selling agreements were responsible for 72% of the total sales of Alliance Mutual Funds. Equico Securities, Inc. ("Equico"), a wholly-owned subsidiary of Equitable that utilizes members of Equitable's insurance agency sales force as its registered representatives, has entered into a selected dealer agreement with AFD and since 1986 has been responsible for a significant portion of total open-end mutual fund sales (8% in 1993). Equico is under no obligation to sell a specific amount of fund shares and also sells shares of mutual funds sponsored by organizations unaffiliated with Equitable.

Subsidiaries of Merrill Lynch & Co., Inc. (collectively "Merrill Lynch") were responsible for approximately 26%, 21% and 35% of Alliance Mutual Fund sales in 1991, 1992 and 1993, respectively. Merrill Lynch is not under any obligation to sell a specific amount of Alliance Mutual Fund shares and also sells shares of mutual funds which it sponsors and which are sponsored by unaffiliated organizations.

No other dealer or agent has in any year since 1988 accounted for more than 10% of the sales of open-end Alliance Mutual Funds.

Based on market data reported by the Investment Company Institute (December 1993), the Partnership's market share in the U.S. mutual fund industry is 1.32% of total industry assets and the Partnership accounted for 2.69% of total open-end and closed-end fund sales force-derived industry sales in the U.S. during 1993. While the performance of the Alliance Mutual Funds is a factor in the sale of their shares, there are other factors contributing to success in the mutual fund management business that are not present in the institutional account management business. These factors include the level and quality of shareholder services (see "Shareholder and Administration Services" below) and the amounts and types of distribution assistance and administrative services payments. The Partnership believes that its compensation programs with dealers and distributors are competitive with others in the industry.

Under current interpretations of the Glass-Steagall Act and other laws and regulations governing depository institutions, banks and certain of their affiliates generally are permitted to act as agent for their customers in connection with the purchase of mutual fund shares and to receive as compensation a portion of the sales charges paid with respect to such purchases. During 1993, banks and their affiliates accounted for approximately 19.7% of the sales of shares of open-end Alliance Mutual Funds.

INVESTMENT MANAGEMENT AGREEMENTS AND FEES. Management fees from the Alliance Mutual Funds and The Hudson River Trust vary between .35% and 1.20% per annum of average net assets. As certain of the U.S. Funds have grown, fee schedules have been revised to provide lower incremental fees above certain levels. Fees paid by the U.S. Funds and The Hudson River Trust are fixed annually by negotiation between the Partnership and the board of directors or trustees of each U.S. Fund and The Hudson River Trust, including a majority of the disinterested directors or trustees. Changes in the fees must be approved by the shareholders of each U.S. Fund and The Hudson River Trust. In general, the investment management agreements of the U.S. Funds and The Hudson River Trust provide for termination at any time upon 60 days notice.

Investment management fees paid by Alliance Short-Term Multi-Market Trust represented approximately 9%, 10% and 5% of the Partnership's aggregate investment advisory fees in 1991, 1992 and 1993, respectively.

Under each investment management agreement with a U.S. Fund, the Partnership provides the U.S. Fund with investment management services, office space and order placement facilities and pays all compensation of directors or trustees and officers of the U.S. Fund who are affiliated persons of the Partnership. Each U.S. Fund pays all of its other expenses. If the expenses of a U.S. Fund exceed an expense limit established under the securities laws of any state in which shares of that U.S. Fund are qualified for sale or as prescribed in the U.S. Fund's investment management agreement, the Partnership absorbs such excess through a reduction in the advisory fee. Currently, the Partnership believes that California is the only state to impose such a limit. The expense ratios for the U.S. Funds during their most recent fiscal year ranged from 0.97% to 2.69%. In connection with newly organized U.S. Funds, the Partnership may also agree to reduce its fee or bear certain expenses to limit a fund's expenses during an initial period of operations. The Partnership does not expect, however, that state expense or voluntary limits, at current fee and expense levels, will have a significant effect on the results of its operations.

Cash Management Services

The Partnership provides individual cash management services through a product line comprising twelve money market fund portfolios and two types of brokered money market deposit accounts. Assets in these products as of December 31, 1993 totalled approximately $8.1 billion.

	Net Assets as of December 31, 1993 (in millions)
Money Market Funds:	
Alliance Capital Reserves (two portfolios)	$ 3,917.1
Alliance Government Reserves (two portfolios)	1,862.9
Alliance Municipal Trust (four portfolios)	1,428.9
ACM Institutional Reserves (four portfolios)	203.3
Money Market Deposit Accounts (two products)	736.0
Total	$ 8,148.2

The Partnership also offers a managed assets program, which provides customers of participating broker-dealers with a Visa Card, access to automated teller machines and check writing privileges. The program is linked to the customer's chosen Alliance money market fund. The program serves to enhance relationships with broker-dealers and to attract and retain investments in the Alliance money market funds, as well as to generate fee income.

Under its investment management agreement with each money market fund, the Partnership is paid an investment management fee equal to 0.50% per annum of the fund's average net assets except for ACM Institutional Reserves which pays a fee between 0.20% and 0.45% of its average net assets. In the case of Alliance Capital Reserves, the fee is payable at lesser rates with respect to average net assets in excess of $1.25 billion. For its distribution and account maintenance services rendered in connection with the sale of money market deposit accounts, the Partnership receives fees from the participating banks that are based on outstanding account balances. Because the money market deposit account programs involve no investment management functions to be performed by the Partnership, the Partnership's costs of maintaining the account programs are less, on a relative basis, than its costs of managing the funds.

More than 95% of the assets invested in the Partnership's cash management programs are attributable to regional broker-dealers and other financial intermediaries, with the remainder coming directly from the public. Through active sales efforts, the Partnership has been able to increase the number of financial intermediaries that feature the Alliance line. On December 31, 1993 more than 400 financial intermediaries offered Alliance cash management services. The Partnership's money market fund market share (not including deposit products), as computed based on market data reported by the Investment Company Institute (November 1993), has increased from .82% of total money market fund industry assets at the end of 1987 to 1.33% at November 30, 1993.

The Partnership makes payments to financial intermediaries for distribution assistance and shareholder servicing and administration. The Alliance money market funds pay fees to the Partnership at annual rates of up to 0.25% of average daily net assets pursuant to "Rule 12b-1" distribution plans. Such payments are supplemented by the Partnership in making payments to intermediaries under the distribution assistance and shareholder servicing and administration program. During 1993 such supplemental payments totalled $22.1 million ($19.6 million in 1992). Nine employees of the Partnership devote their time exclusively to marketing the Partnership's cash management services.

A principal risk to the Partnership's cash management services business is the acquisition of its participating intermediaries by companies that are competitors or that plan to enter the cash management services business. As of December 31, 1993 the five largest participating intermediaries were responsible for assets aggregating approximately $4.2 billion, or 51% of the Alliance cash management services total. Donaldson, Lufkin & Jenrette Securities Corporation ("DLJ Securities Corporation"), a subsidiary of Equitable, was one of these intermediaries.

Many of the financial intermediaries whose customers utilize the Partnership's cash management services are broker-dealers whose customer accounts are carried, and whose securities transactions are cleared and settled, by the Pershing Division ("Pershing") of DLJ Securities Corporation. Pursuant to an agreement between Pershing and the Partnership, Pershing recommends to certain of its correspondent firms the use of Alliance money market funds and other cash management products. In return, Pershing is allocated a portion of the revenues derived by the Partnership from sales through such Pershing correspondents. During 1993 these payments to Pershing amounted to approximately $2.9 million. As of December 31, 1993 DLJ Securities Corporation and these Pershing correspondents were responsible for approximately 38% of Alliance's total cash management assets. Pershing may terminate its agreement with the Partnership on 180 days' notice. If the agreement were terminated, Pershing would be under no obligation to recommend or in any way assist in the sale of Alliance cash management products and would be free to recommend or assist in the sale of competitive products.

The Alliance money market funds are investment companies registered under the Investment Company Act and are managed under the supervision of boards of directors or trustees, which include disinterested directors or trustees who must approve investment management agreements and certain other matters. The investment management agreements between the money market funds and the Partnership provide for an expense limitation of 1% per annum or less of average daily net assets. See "Alliance Mutual Funds."

Shareholder and Administration Services

Alliance Fund Services, Inc. ("AFS"), a wholly-owned subsidiary of the Partnership, provides registrar, dividend disbursing and transfer-agency related services for each U.S. Fund and provides servicing for each U.S. Fund's shareholder accounts. As of December 31, 1993 AFS employed approximately 257 people. AFS operates out of offices in Secaucus, New Jersey. Under each servicing agreement AFS receives a monthly fee. Each servicing agreement must be approved annually by the relevant U.S. Fund's board of directors or trustees, including a majority of the disinterested directors or trustees, and may be terminated by either party without penalty upon 60 days' notice.

Alliance International Fund Services S.A. ("AIFS"), a wholly-owned subsidiary of the Partnership, is the registrar and transfer agent of substantially all of the Offshore Funds. As of December 31, 1993 AIFS employed approximately 4 people. AIFS operates out of its offices in Luxembourg. AIFS receives a monthly fee for its registrar and transfer agency services. Each agreement between AIFS and an Offshore Fund may be terminated by either party upon 60 days' notice.

The Partnership expects to continue to devote substantial resources to shareholder servicing because of its importance in competing for assets invested in mutual funds and cash management services.

In addition, under most U.S. Fund investment management agreements, the U.S. Funds are authorized to utilize Partnership personnel to perform legal, clerical and accounting services not required to be provided by the Partnership. The payments therefore must be specifically approved in advance by the U.S. Fund's board of directors or trustees. Currently, the Partnership and AFS are accruing revenues for providing clerical and accounting services to such U.S. Funds at the rate of approximately $7.0 million per year.

Competition

The financial services industry is highly competitive and new entrants are continually attracted to it. No one or small number of competitors is dominant in the industry. The Partnership is subject to substantial competition in all aspects of its business. Pension fund, institutional and corporate assets are managed by investment management firms, broker-dealers, banks and insurance companies. Many of these financial institutions have substantially greater resources than the Partnership. The Partnership competes with other providers of institutional investment products and services primarily on the basis of the range of investment products offered, the investment performance of such products and the services provided to clients. Based on an annual survey conducted by PENSIONS & INVESTMENTS, as of January 1, 1993, prior to the acquisition of the business and assets of ECMC, the Partnership was ranked 10th out of 851 managers based on tax-exempt assets under management, 6th out of the 25 largest managers of active U.S. assets invested abroad, 5th out of the 25 largest managers of international index assets, 6th out of the 25 largest managers of domestic equity index funds and 10th out of the 25 largest managers of mortgage-backed securities.

Many of the firms competing with the Partnership for institutional clients also offer mutual fund shares and cash management services to individual investors. Competitiveness in this area is chiefly a function of the range of mutual funds and cash management services offered, investment performance, the quality in servicing customer accounts and the capacity to provide financial incentives to intermediaries through distribution assistance and administrative services payments funded by "Rule 12b-1" distribution plans and the manager's own resources.

Custody and Brokerage

Neither the Partnership nor its subsidiaries maintains custody of client funds or securities, which is maintained by client-designated banks, trust companies, brokerage firms or other custodians. Custody of the assets of Alliance Mutual Funds, The Hudson River Trust and money market funds is maintained by custodian banks and central securities depositories.

The Partnership generally has the discretion to select the brokers with whom orders for the purchase or sale of securities for client accounts are placed for execution. These brokers include those that have correspondent clearing arrangements with Pershing. Broker-dealers affiliated with Equitable are used to effect transactions for client accounts only if the use of the broker-dealers has been specifically authorized or directed by the client.

Regulation

The Partnership, ACFG and Alliance are investment advisers registered under the Investment Advisers Act of 1940. Each U.S. Fund is registered with the Securities and Exchange Commission ("SEC") under the Investment Company Act and the shares of most are qualified for sale in all states in the United States and the District of Columbia, except for Funds offered only to residents of a particular state. AFS is registered with the SEC as a transfer agent and AFD is registered with the SEC as a broker-dealer. AFD is subject to minimum net capital requirements ($4.6 million at December 31, 1993) imposed by the SEC on registered broker-dealers and had aggregate regulatory net capital of $5.9 million at December 31, 1993.

The relationships of Equitable and its insurance company subsidiaries with the Partnership are subject to applicable provisions of the New York Insurance Law and regulations. Certain of the investment advisory agreements and ancillary administrative service agreements between Equitable and the insurance company subsidiaries and the Partnership are subject to disapproval by the New York Superintendent of Insurance within a prescribed notice period. Under the New York Insurance Law and regulations, the terms of these agreements are to be fair and equitable, charges or fees for services performed are to be reasonable, and certain other standards must be met. Fees must be determined either with reference to fees charged to other clients for similar services or, in certain cases, which include the ancillary service agreements, based on cost reimbursement.

The Partnership's assets under management and its revenues derived from the general accounts of Equitable and its insurance company subsidiaries are directly affected by the investment policies for the general accounts. Among the numerous factors influencing general account investment policies are regulatory factors, such as (i) laws and regulations that require diversification of the investment portfolios and limit the amount of investments in certain investment categories such as below investment grade fixed maturities, equity real estate and equity interests, (ii) statutory investment valuation reserves, and (iii) risk-based capital guidelines for life insurance companies approved by the National Association of Insurance Commissioners for implementation beginning with the 1993 statutory financial statements. Equitable is generally following a strategy of directing new general account investments into investment grade securities and reducing its portfolio of below investment grade fixed maturities and currently has a policy of not investing substantial new funds in equity interests. This has the effect of shifting general account assets managed by the Partnership into categories having lower management fees.

All aspects of the Partnership's business are subject to various federal and state laws and regulations and to the laws in the foreign countries in which the Partnership's subsidiaries conduct business. These laws and regulations are primarily intended to benefit clients and fund shareholders and generally grant supervisory agencies broad administrative powers, including the power to limit or restrict the carrying on of business for failure to comply with such laws and regulations. In such event, the possible sanctions which may be imposed include the suspension of individual employees, limitations on engaging in business for specific periods, the revocation of the registration as an investment adviser, censures and fines.

Employees

As of December 31, 1993 the Partnership and its subsidiaries employed 1,284 full-time employees, including 147 investment professionals, of whom 81 are portfolio managers, 58 are securities analysts, and 8 are order placement specialists. The average period of employment of these professionals with the Partnership is approximately 8 years and their average investment experience is approximately 14 years. The Partnership considers its employee relations to be good.

Service Marks

The Partnership has registered a number of service marks with the U.S. Patent and Trademark Office, including an "A" design logo and the combination of such logo and the words "Alliance" and "Alliance Capital". Each of these service marks was registered in 1986 and has a duration of 20 years from the date of registration (which is automatically renewable) provided the mark continues to be used during that time.

ITEM 2. PROPERTIES

The Partnership's principal executive offices at 1345 Avenue of the Americas, New York, New York are occupied pursuant to a lease which extends until 2009. The Partnership currently occupies approximately 186,000 square feet at this location and will lease approximately 15,500 square feet of additional space at this location during 1994. The Partnership also occupies approximately 51,200 square feet at 1285 Avenue of the Americas, New York, New York and approximately 80,000 square feet at 135 West 50th Street, New York, New York under leases expiring in 2001 and 1998, respectively. The Partnership and its subsidiaries, AFD and AFS, occupy approximately 67,000 square feet of space in Secaucus, New Jersey pursuant to a lease which extends until 2003. The Partnership leases substantially all of the furniture and office equipment at the New York and New Jersey offices.

The Partnership also leases space in California, Minnesota and Ohio, and its subsidiaries lease space in London, England, Tokyo, Japan, Melbourne, Australia, Vancouver, Canada, Toronto, Canada, Luxembourg and Singapore.

ITEM 3. LEGAL PROCEEDINGS

On July 22, 1993 substantially all of the assets of ECMC were transferred to the Partnership and certain of its wholly-owned subsidiaries pursuant to the Amended and Restated Transfer Agreement dated as of February 23, 1993, as amended and restated on May 28, 1993 ("Transfer Agreement"), among the Partnership, ECMC and Equitable Investment Corporation ("EIC"), a wholly-owned subsidiary of Equitable, in exchange for (i) 11,800,000 newly-issued Limited Partnership Interests which were immediately exchanged for 11,800,000 Units, (ii) a newly created Class A Limited Partnership Interest convertible initially into 100,000 Units, and (iii) the assumption by the Partnership and certain of its subsidiaries of certain liabilities of ECMC. The number of Units into which the Class A Limited Partnership Interest is convertible may increase based on the receipt of future contingent incentive fee income. The transfer of such assets and assumption of such liabilities are referred to herein as the "Transfer".

On or about June 8, 1993 a lawsuit was filed in the United States District Court of the Southern District of New York by the owner of an annuity contract issued by Equitable against ECMC, the Partnership, Equitable and The Hudson River Trust (PAUL D. WEXLER V. EQUITABLE CAPITAL MANAGEMENT CORPORATION, ET AL.). The Hudson River Trust is the funding vehicle for the variable annuity insurance and variable life insurance products offered by Equitable and The Equitable Variable Life Insurance Company. As of December 31, 1993 the Partnership managed approximately $7.2 billion in net assets invested in The Hudson River Trust. The lawsuit purports to be brought individually and derivatively on behalf of The Hudson River Trust which is an investment company with multiple portfolios registered under the Investment Company Act. The complaint alleges that the transfer to the Partnership of the investment advisory agreement for The Hudson River Trust imposes an unfair burden on The Hudson River Trust under Section 15(f) of the Investment Company Act. The complaint also appears to allege that the fees charged to The Hudson River Trust under the investment advisory agreement constitute excessive compensation for advisory services under Section 36(b) of the Investment Company Act. The complaint seeks a judgment declaring the Transfer to be null and void and terminating the investment advisory agreement between the Partnership and The Hudson River Trust. The complaint also seeks (apparently in the alternative) payment to The Hudson River Trust of certain amounts paid by the Partnership to ECMC pursuant to the Transfer Agreement and payment to The Hudson River Trust of the value of certain compensation arrangements entered into between the Partnership and certain employees of ECMC. On April 23, 1993 the shareholders of each of the portfolios constituting The Hudson River Trust voted to approve the new investment advisory agreement relating to each of the portfolios between the Partnership and The Hudson River Trust. The Partnership believes that the lawsuit is without merit and will vigorously defend against it.

EIC has agreed to bear any legal and other costs of the Partnership relating to the defense or settlement of the lawsuit. In addition, since the investment advisory relationship with The Hudson River Trust was an important factor in the Partnership's decision to enter into the Transfer Agreement, ECMC, EIC and the Partnership have agreed in principle that ECMC or EIC will make a cash contribution to the Partnership in order to reflect lost value to the Partnership attributable to any loss in revenue resulting from a settlement of the lawsuit or a final, non-appealable judgment in favor of the plaintiff. In addition, if such a settlement or final, non-appealable judgment results in the termination of the Partnership's relationship with The Hudson River Trust, ECMC and EIC have agreed in principle that such cash contribution will also reflect any costs incurred by the Partnership relating to the termination of such relationship. Neither ECMC nor EIC will receive any Limited Partnership Interest or Units in return for such cash contribution.

On February 18, 1994 the Court ordered the complaint dismissed. Plaintiff has filed an appeal.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to a vote of security holders during the fourth quarter of 1993.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market for the Units

The Units are traded on the New York Stock Exchange ("NYSE"). The high and low sales prices on the NYSE during each quarter of the Partnership's two most recent fiscal years were as follows:

1992	High	Low
First Quarter	19 9/16	15 13/16
Second Quarter	18 1/4	14 3/4
Third Quarter	19 1/16	14 7/16
Fourth Quarter	18 3/4	15 1/16

1993	High	Low
First Quarter	23 1/4	16 3/4
Second Quarter	22 1/2	18 3/8
Third Quarter	25 7/8	20 1/4
Fourth Quarter	27 5/8	21 3/4

On February 10, 1993 the Partnership declared a two for one Unit split payable to Unitholders of record on February 22, 1993. The high and low sales prices above have been adjusted where necessary to reflect the Unit split.

On March 14, 1994 the closing price of the Units on the NYSE was $25.125. As of March 14, 1994 there were approximately 1,461 Unitholders of record.

Cash Distributions

The Partnership distributes on a quarterly basis all of its Available Cash Flow (as defined in the Partnership Agreement). During its two most recent fiscal years the Partnership made the following distributions of Available Cash Flow:

Quarter During 1992 With Respect to Which a Cash Distribution Was Paid from Available Cash Flow for that Quarter	Amount of Cash Distribution Per Unit	Payment Date
First Quarter	$0.31	May 15, 1992
Second Quarter	0.32	August 14, 1992
Third Quarter	0.325	November 20, 1992
Fourth Quarter	0.33	February 26, 1993
	$1.285	

Quarter During 1993 With Respect to Which a Cash Distribution Was Paid from Available Cash Flow for that Quarter	Amount of Cash Distribution Per Unit	Payment Date
First Quarter	$0.34	May 20, 1993
Second Quarter	0.35	August 5, 1993
Third Quarter	0.40	November 8, 1993
Fourth Quarter	0.41	February 14, 1994
	$1.50	

On February 10, 1993 the Partnership declared a two for one Unit split payable to Unitholders of record on February 22, 1993. The cash distribution per Unit amounts above have been adjusted where necessary to reflect the Unit split.

ITEM 6. SELECTED FINANCIAL DATA

The Selected Financial Data which appears on page 43 of the Alliance Capital Management L.P. 1993 Annual Report to Unitholders is incorporated by reference in this Annual Report on Form 10-K.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations which appears on pages 44 through 52 of the Alliance Capital Management L.P. 1993 Annual Report to Unitholders is incorporated by reference in this Annual Report on Form 10-K.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Consolidated Financial Statements of Alliance Capital Management L.P. and subsidiaries and the report thereon by KPMG Peat Marwick which appear on pages 53 through 69 of the Alliance Capital Management L.P. 1993 Annual Report to Unitholders are incorporated by reference in this Annual Report on Form 10-K. The financial statement schedule required by Regulation S-X is filed under Item 14.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

General Partner

The Partnership's activities are managed and controlled by Alliance as General Partner and Unitholders do not have any rights to manage or control the Partnership. The General Partner has agreed that it will conduct no active business other than managing the Partnership, although it may make certain investments for its own account.

The General Partner does not receive any compensation from the Partnership for services rendered to the Partnership as General Partner. The General Partner holds a 1% general partnership interest in the Partnership. As of March 14, 1994 ACMC and ECMC, affiliates of the General Partner, held 45,371,500 Units (including 100,000 Units issuable upon conversion of the Class A Limited Partnership Interest).

The General Partner is reimbursed by the Partnership for all expenses incurred by it in carrying out its activities as General Partner, including compensation paid by the General Partner to its directors and officers (to the extent such persons are not compensated directly as employees of the Partnership) and the cost of directors and officers liability insurance obtained by the General Partner. The General Partner was not reimbursed for any such expenses in 1993 except for directors' fees.

Directors and Executive Officers of the General Partner

The directors and executive officers of the General Partner are as follows:

Name	Age	Position
Dave H. Williams	61	Chairman of the Board, Chief Executive Officer and Director
James M. Benson	47	Director
Bruce W. Calvert	47	Director, Vice Chairman and Chief Investment Officer
John D. Carifa	49	Director, President, Chief Operating Officer and Chief Financial Officer
Henri de Castries	39	Director
Christophe Dupont-Madinier	42	Director
Alfred Harrison	56	Director and Vice Chairman
Jean-Pierre Hellebuyck	46	Director
Benjamin D. Holloway	69	Director
Henri Hottinguer	59	Director
Richard H. Jenrette	64	Director
Joseph J. Melone	63	Director
Brian S. O'Neil	41	Director
Frank Savage	55	Director
Peter G. Smith	52	Director
Madelon DeVoe Talley	62	Director
Reba W. Williams	57	Director
David R. Brewer, Jr.	48	Senior Vice President and General Counsel
Robert H. Joseph, Jr.	46	Senior Vice President-Finance and Chief Accounting Officer

Mr. Williams joined Alliance in 1977 and has been the Chairman of the Board and Chief Executive Officer since that time. He was elected a director of Equitable on March 21, 1991 and was elected to the ECI Board of Directors in July of 1992. ECI is a parent of the Partnership. Mr. Williams is the husband of Reba W. Williams.

Mr. Benson was elected a Director of Alliance in October 1993. He has been Senior Executive Vice President of ECI and President and Chief Operating Officer of Equitable since March 1994. He was a Senior Vice President of Equitable from March 1993 until March 1994. From January 1984 to March of 1993 he was President of Management Compensation Group. Mr. Benson is also a Director of Equitable, The Association for Advanced Underwriting, Health Plans, Inc., the California Special Olympics, The Joffrey Ballet and The African Wildlife Foundation. Equitable is a parent of the Partnership.

Mr. Calvert joined Alliance in 1973 as an equity portfolio manager and was elected Vice Chairman and Chief Investment Officer on May 3, 1993. From 1986 to 1993 he was an Executive Vice President and from 1981 to 1986 he was a Senior Vice President. He was elected a director of Alliance in 1992.

Mr. Carifa joined Alliance in 1971 and was elected President and Chief Operating Officer on May 3, 1993. He has been the Chief Financial Officer since 1973. He was an Executive Vice President from 1986 to 1993 and he was a Senior Vice President from 1980 to 1986. He was elected a director of Alliance in 1992.

Mr. de Castries was elected a Director of Alliance in October 1993. He has been Executive Vice President of AXA since 1993, previously serving as General Secretary of AXA from 1991 to 1993 and Central Director of Finances from 1989 to 1991. Mr. de Castries is Chairman of Compagnie Financiere de Paris, AXA Banque, Banque d'Orsay, Cecico Financement and Maeschaert Rouusselle. He also is a Director of Ateliers de Construction du Nord de la France, Cecico Location, Orsay Arbitrage, Financiere 78, France Telecom, La Paternelle Monegasque (Monaco), Equitable, Donaldson Lufkin & Jenrette, Inc. ("DLJ") and Equitable Real Estate Investment Management, Inc. Additionally, Mr. de Castries serves as a Representative of Compagnie Financiere de Paris on the Boards of Banque Eurofin and AXA Credit; AXA on the Boards of Investissement Finance et Developpement - I.F.D. and AXA Asset Management; and AXA Assurances Iard on the Board of Colisee Development. AXA and Equitable are parents of the Partnership.

Mr. DuPont-Madinier was elected a Director of Alliance in October 1992. He has been the Manager of AXA, International Division, since 1988. Mr. Dupont-Madinier is also director of Anglo Canada General Insurance Company, AXA Insurance Canada, AXA Assurances Canada, AXA Equity & Law UK, DLJ, Equitable Real Estate Investment Management and the chairman and director of AXA Insurance U.K. AXA is a parent of the Partnership.

Mr. Harrison joined Alliance in 1978 and was elected Vice Chairman on May 3, 1993. Mr. Harrison is in charge of the Partnership's Minneapolis office and is a senior portfolio manager. He was an Executive Vice President from 1986 to 1993 and a Senior Vice President from 1978 to 1986. He was a director from 1978 to 1987 and from February 23, 1988 until July 27, 1988. He was elected a director of Alliance in 1992.

Mr. Hellebuyck was elected a director of Alliance in October 1992. He has been the Chief Investment Officer of AXA since 1986. Mr. Hellebuyck is also a director of AXA Reassurance France, AXA Reinsurance UK Plc, AXA Reinsurance Company, Equity & Law Plc, Equity & Law Investment Managers Ltd., Equity & Law Fondsmanagement GmbH, Europhenix Management Company and Societe Des Bourses Francaises. AXA is a parent of the Partnership.

Mr. Holloway was elected a director of Alliance in November 1987. He is a consultant to Tishman/Speyer, Edward J. Debartolo and The Continental Companies. From September 1988 until his retirement in March 1990, Mr. Holloway was a Vice Chairman of Equitable. He served as an Executive Vice President of Equitable from 1979 until 1988. Prior to his retirement he served as a director and officer of various Equitable subsidiaries and Mr. Holloway was also a director of DLJ until March 1990. Mr. Holloway is a director of Rockefeller Center Properties, Inc, Chairman of Duke University Management Corporation, the Cathedral of St. John the Divine Building and Conservation Fund and Touro National Heritage Trust and a Trustee of the Cathedral of St. John the Divine, Duke University and the American Academy in Rome (Emeritus).

Mr. Hottinguer was elected a director of Alliance in October 1992. He has been a partner of Hottinguer & Company since 1968. Mr. Hottinguer is also a President/General Director of Banque Hottinguer and Societe Financiere Pour Le Financement De Bureaux Et D'usines - Sofibus, a Vice President, General Director and Administrator of Financiere Hottinguer, a Vice President/Administrator of AXA International, an Administrator of Investissement Hottinguer S.A., AXA, AXA Assurances IARD, UNI Europe Assurances, ALPHA Assurances VIE and FINAXA, and the Controller of Didot Bottin, Caisee d'Escompte Du Midi and Financiere Provence de Participations - F.P.P. He serves as a General Director of Intercom and Sofides, he is a Permanent Representative of La Banque Hottinguer aupres de I.F.D., La Banque Hottinguer aupres de AXIVA, AXA aupres d'AXA Millesimes and Cie Financiere SGTE au sein de la Societe Schneider S.A., is the Associate Gerant of Hottinguer & Cie, and is a Vice President of Gaspee. In addition, he is the Chairman of the Board of Hottinguer Brothers and Co., Inc., a Director of the Helvetia Fund Inc. and DLJ, the President/Counsel of AXA Belgium and AXA Industry S.A., the Administrator of Hestia Fund, ECU Invest, and Hottinguer Gestion and is a Member of Council of Surveillance d'EMBA N.V. AXA is a parent of the Partnership.

Mr. Jenrette was a director of Alliance from 1971 to 1985 and was reelected a director in November 1987. He is Chairman of the Board of Directors and Chief Executive Officer of ECI and Chairman of the Executive Committee of the Board of Directors of Equitable. He was Chairman of the Board of Directors of Equitable from July 1987 until March 1994 and has been a Director of Equitable since 1985 and Chairman, President and Chief Executive Officer of EIC since September 1988. He was Chief Investment Officer of Equitable from July 1986 until March 1991. Mr. Jenrette is also a director of Advanced Micro Devices and the New York Historical Society, Chairman of Historic Hudson Valley and Federal Hall Memorial Associates, a Trustee of Rockefeller Foundation and the University of North Carolina and a member of the Visiting Committee of the American Wing, Metropolitan Museum of Art and the Governor's Council on Hudson River Greenway. ECI and Equitable are parents of the Partnership.

Mr. Melone was elected a director of Alliance in January 1991. He is President and Chief Operating Officer of ECI and has been Chairman and Chief Executive Officer of Equitable since March 1994. He was President and Chief Executive Officer of Equitable from 1991 until March 1994. From 1984 to 1990, he was President of The Prudential Insurance Company of America. ECI and Equitable are parents of the Partnership.

Mr. O'Neil was elected a Director of Alliance in October 1993. He joined Equitable in 1988, serving as a Senior Vice President from February 1989 to April 1992 and was elected Executive Vice President and Chief Investment Officer in April 1992. In addition, Mr. O'Neil is President and Director of FHJV Holdings, Inc., Vice President and Director of The Equitable Variable Life Insurance Company, and Director of Equitable Real Estate Investment Management as well as The Equitable Foundation. Equitable is a parent of the Partnership.

Mr. Savage was elected a Director of Alliance in May 1993. He has been Chairman of ACFG, a subsidiary of the Partnership, since July 1993. Prior to this, he was with ECMC, serving as Vice Chairman from June 1989 to April 1992, and Chairman from April 1992 to July 1993. In addition, Mr. Savage is a Director of Lockheed Corporation and ARCO Chemical Corporation.

Mr. Smith was elected a Director of Alliance in July 1993. He has been a Managing Director of AXA Equity and Law, a subsidiary of AXA, since January 1991. Mr. Smith was also an Investment Manager with Equity and Law Life Assurance Society plc. from 1983 to 1991. AXA is a parent of the Partnership.

Ms. Talley was elected a Director of Alliance in October 1993. She was with Melhado Flynn from January 1987 to December 1989. Ms. Talley is a Governor of the National Association of Securities Dealers, Vice Chairman of the Board of W.P. Carey & Co. as well as a trustee of Smith Barney-Shearson's TRAK, Advisor Fund and Equity & Income Funds. In addition she serves as Director of Corporate Property Associates, Series 10-1 W.P. Carey Real Estate Limited Partnerships, Biocraft Labs, Schroeders Asian Growth Fund, the New York State Industrial Development Board, the New York State Common Retirement Fund and Global Asset Management Funds, Inc.

Ms. Williams was elected a Director of Alliance in October 1993. She is currently the Director of Special Projects of the Partnership. She serves on the boards of the India Liberalisation Fund, The Spain Fund, The Austria Fund, The Visiting Committee for Prints and Illustrated Books, The Board of The Spanish Institute (and its Art Advisory Committee), The Wolfsonian Foundation and The Exhibition Committee of The Equitable Gallery. Ms. Williams is the wife of Dave H. Williams.

Mr. Brewer joined Alliance in 1987 and has been Senior Vice President and General Counsel since 1991. From 1987 until 1990 Mr. Brewer was Vice President and Assistant General Counsel of Alliance.

Mr. Joseph joined Alliance in 1984 and has been Senior Vice President-Finance and Chief Accounting Officer since January 1994. He was Senior Vice President and Controller from 1989 until January 1994. From 1986 until 1989 Mr. Joseph was Vice President and Controller of Alliance and from 1984 to 1986 Mr. Joseph was a Vice President and the Controller of AFS, a subsidiary of the Partnership.

Certain executive officers of Alliance are also directors or trustees and officers of various Alliance Mutual Funds and The Hudson River Trust and are directors and officers of certain of the Partnership's subsidiaries.

Under the terms of the Standstill Agreement dated as of July 18, 1991, as amended ("Standstill Agreement"), among ECI, Equitable and AXA, AXA or the Voting Trustees are entitled to nominate 49% of the members of the Board of Directors of the General Partner. See "Item 12. Security Ownership of Certain Beneficial Owners and Management - Principal Security Holders".

All directors of the General Partner hold office until the next annual meeting of the stockholder of the General Partner and until their successors are elected and qualified. All officers serve at the discretion of the General Partner's Board of Directors.

The General Partner has an Audit Committee composed of its independent directors Mr. Holloway and Ms. Talley. The Audit Committee reports to the Board of Directors with respect to the selection and terms of engagement of the Partnership's independent auditors and reviews various matters relating to the Partnership's accounting and auditing policies and procedures. The Audit Committee held four meetings in 1993.

The General Partner has a Board Compensation Committee composed of Messrs. Williams, Holloway and Jenrette. The Board Compensation Committee is responsible for compensation and compensation related matters, including, but not limited to, exclusive responsibility and authority for determining bonuses, contributions and awards under most employee incentive plans or arrangements, amending or terminating such plans or arrangements or any welfare benefit plan or arrangement or adopting any new incentive, fringe benefit or welfare benefit plan or arrangement. The Board Compensation Committee consults with a Management Compensation Committee consisting of Messrs. Williams, Calvert, Carifa and Harrison with respect to matters within its authority.

The General Partner pays directors who are not employees of the Partnership, Equitable or any affiliate of Equitable an annual retainer of $18,000 plus $1,000 per meeting attended of the Board of Directors and $500 per meeting of a committee of the Board of Directors not held in conjunction with a Board of Directors meeting. Other directors are not entitled to any additional compensation from the General Partner for their services as directors. The Board of Directors meets quarterly.

Section 16(a) of the Securities Exchange Act of 1934 requires the General Partner's directors and executive officers, and persons who own more than 10% of the Units, to file with the SEC and NYSE initial reports of ownership and reports of changes in ownership of Units. To the best of the Partnership's knowledge, during the year ended December 31, 1993 all Section 16(a) filing requirements applicable to its executive officers, directors and 10% beneficial owners were complied with, except that initial reports of beneficial ownership on Form 3 were not filed on a timely basis on behalf of Mr. de Castries, Mr. Smith and Ms. Talley, directors of the General Partner, following their elections in 1993. None of them owned any Units then and none has acquired any Units.

ITEM 11. EXECUTIVE COMPENSATION

The following Summary Compensation Table sets forth all plan and non-plan compensation awarded to, earned by or paid to the Chairman of the Board and each of the four most highly compensated executive officers of the General Partner at the end of 1993:

		Annual Compensation			Long Term Compensation: Awards		Long Term Compensation: Payouts	
(a) Name and Principal Position	(b) Year	(c) Salary ($)	(d) Bonus ($)	(e) Other Annual Compen- sation ($) (1) (2)	(f) Restricted Stock Award(s) ($)	(g) Options/ SARs (#)	(h) LTIP Payouts ($) (3)	(i) All Other Compen- sation ($) (2) (4)
Dave H. Williams	1993	$225,000	$1,600,000	$143,698	$0	$ 0	$130,660	$8,038,154
Chairman & Chief Executive Officer	1992	233,654	1,370,000	111,818	0	0	615,684	6,641,215
	1991	225,000	1,000,000	----	0	0	898,781	----
John D. Carifa	1993	200,000	1,600,000	----	0	0	325,457	3,789,774
President, Chief Operating Officer	1992	207,692	1,370,000	----	0	0	522,586	3,147,668
& Chief Financial Officer	1991	200,000	1,200,000	----	0	0	609,993	----
Alfred Harrison	1993	200,000	1,600,000	----	0	0	130,660	8,030,333
Vice Chairman	1992	207,692	1,370,000	----	0	0	615,684	6,632,340
	1991	200,000	900,000	----	0	0	898,781	----
Bruce W. Calvert	1993	200,000	1,600,000	----	0	0	325,026	3,785,251
Vice Chairman &	1992	207,692	1,370,000	----	0	0	521,895	3,146,831
Chief Investment Officer	1991	200,000	1,000,000	----	0	0	609,186	----
Robert H. Joseph, Jr.	1993	129,673	243,000	----	0	0	0	21,016
Senior Vice President-Finance	1992	129,808	176,500	----	0	10,000	2,213	136,609
& Chief Accounting Officer	1991	120,000	157,500	----	0	15,000	9,301	----

(1) Column (e) includes for Mr. Williams, among other perquisites and personal benefits, $110,170 representing an interest rate subsidy equal to 3% per annum of the outstanding balances of personal loans obtained by Mr. Williams from a commercial bank the proceeds of which were used to pay withholding tax liabilities related to the vesting of Restricted Units acquired in 1988 (See "Employee Benefit Plans - Unit Acquisitions"). Perquisites and personal benefits received during 1993 by the other Named Executive Officers during 1993 are not included because the aggregate amount did not exceed the lesser of $50,000 or 10% of total annual salary and bonus reported in columns (c) and (d).

(2) In accordance with the transitional provisions of the SEC's amended rules on disclosure of executive compensation, amounts of Other Annual Compensation and All Other Compensation have not been included for 1991.

(3) Column (h) includes cash distributions paid from Available Cash Flow of the Partnership on unvested Restricted Units acquired in 1988 (See "Employee Benefit Plans - Unit Acquisitions") and payment in cash of all or a portion of account balances under the Partners Plan, as provided by the terms of that plan (See "Employee Benefit Plans - Partners Plan"), including 1992 earnings included in column (i).

(4) Column (i) includes the following compensation amounts for 1993 (See "Employee Benefit Plans - Partners Plan, Capital Accumulation Plan, Profit Sharing Plan and Unit Acquisitions."):

	Earnings Accrued On Partners Plan Balances	Vesting of Awards and Accrued Earnings Under Capital Accumulation Plan	Profit Sharing Plan Contribution	Term Life Insurance Premiums	Compensation Related to Vesting of Restricted Units	Total
Dave H. Williams	$7,323	$30,011	$26,250	$6,318	$7,968,252	$8,038,154
John D. Carifa	2,863	17,658	25,000	1,566	3,742,687	3,789,774
Alfred Harrison	3,115	29,916	25,000	4,050	7,968,252	8,030,333
Bruce W. Calvert	2,526	18,423	25,000	1,566	3,737,251	3,785,251
Robert H. Joseph, Jr.	0	0	19,450	1,566	0	21,016

On February 10, 1993 the Partnership declared a two-for-one Unit Split payable to Unitholders of record on February 22, 1993. All Unit amounts in Item 11 have been adjusted to reflect the Unit Split.

Compensation Agreements with Certain Executive Officers

In connection with the transfer of ACMC's business to the Partnership on April 21, 1988 Messrs. Williams, Harrison, Carifa and Calvert entered into employment agreements with the Partnership. Each of these agreements provides for a base salary and bonus eligibility. The agreements with Messrs. Williams, Harrison, Carifa and Calvert expire on April 21, 1994, 1994, 1996 and 1996, respectively. The base salaries of Messrs. Williams, Harrison, Carifa, Calvert and Joseph are currently $225,000, $200,000, $200,000, $200,000 and $140,000 respectively. Each of these agreements provides that the employee will not engage in competitive practices with the Partnership, Alliance or its affiliates for the term of the agreement unless his employment is terminated by the Partnership other than for cause (as defined below), in which case the nature of the non-compete obligation is significantly relaxed and the term is shortened to the lesser of six months or the remaining employment term. Each of the agreements also restricts the disclosure of confidential information and extends broad indemnification rights, including all of the rights of an "indemnified person" under the Partnership Agreement.

The employment agreements provide that the Partnership may terminate employment for any reason, provided that if employment is terminated by the Partnership without cause (as defined), the employee will be entitled to receive his base salary under the agreement for the remaining term thereof and the benefits otherwise provided under the employee benefit plans in which he participates. If employment is terminated by the Partnership for cause or by reason of an employee's death or disability (based on a finding by the Board of Directors of the General Partner that the employee is physically or mentally incapacitated and has been unable for a period of six months to perform his duties by reason of that incapacity), the employee will not be entitled to receive any further salary beyond that payable for services to the date of termination. Cause is defined to include an employee's continuing willful failure to perform his duties, his gross negligence or malfeasance in the performance of his duties, his breach of a confidentiality or non-compete obligation, his commission of a felony, and various acts on the employee's part by reason of which the Board of Directors of the General Partner determines that the employee's continued employment would be seriously detrimental to the Partnership. Messrs. Williams, Harrison, Carifa and Calvert may terminate their respective employment agreements if their duties, status or title are changed to a lesser level or rank than that in effect on December 31, 1987. In such event, the terminating employee is treated as if the Partnership had terminated his employment other than for cause.

The employment agreements provide for discretionary bonus eligibility. Bonus amounts are fixed by the Board Compensation Committee after receiving recommendations from the Management Compensation Committee. The aggregate amount available for bonuses and contributions and awards under various employee plans to all employees is based on the annual adjusted consolidated net operating earnings of the Partnership.

In connection with Equitable's 1985 acquisition of DLJ, the former parent of ACMC, ACMC entered into employment agreements with Messrs. Williams, Harrison, Carifa and Calvert. Each agreement provided for deferred compensation payable in stated monthly amounts for ten years commencing at age 65, or earlier in a reduced amount in the event of disability or death, if the individual involved so elects. The right to receive such deferred compensation is vested. Assuming payments commence at age 65, the annual amount of deferred compensation payable for ten years to Messrs. Williams, Harrison, Carifa and Calvert is $378,900, $328,332, $522,036 and $434,612, respectively. While the Partnership assumed responsibility for payment of these deferred compensation obligations, ACMC and Alliance are required, subject to certain limitations, to make capital contributions to the Partnership in an amount equal to the payments, and ACMC is also obligated to the employees for the payments. ACMC's obligations to make capital contributions to the Partnership are guaranteed, subject to certain limitations, by EIC, the parent of Alliance.

Employee Benefit Plans

UNIT ACQUISITIONS. In 1988 the executive officers named in the Summary Compensation Table ("Named Executive Officers") acquired from ACMC, pursuant to Restricted Limited Partnership Units Acquisition Agreements ("Restricted Units Agreements"), an aggregate of 5,048,172 Restricted Units. Messrs. Williams, Harrison, Carifa, Calvert and Joseph acquired 1,583,756, 1,583,756, 929,868, 928,638 and 22,154 Restricted Units, respectively. The cost of the Restricted Units was either $0.50 or $1.00 per Restricted Unit. The price for the Restricted Units was paid either by a reduction of the Named Executive Officer's unvested account balance under the Partners Plan, in cash, or a combination thereof.

Each Named Executive Officer has the right to vote his Restricted Units and to receive Partnership distributions made on the Restricted Units. All Restricted Units become nonforfeitable, i.e., vest, over periods of employment ending April 21, 1994 and in certain other situations as described below. 1,170,963, 1,170,963, 1,170,962 and 1,163,570 of the Restricted Units issued to the Named Executive Officers vested on April 21, 1990, April 21, 1991, April 21, 1992 and April 21, 1993, respectively. The remaining 371,714 unvested Restricted Units will vest on April 21, 1994. Unvested Restricted Units are not transferable. Cessation of employment with the Partnership during the vesting period will result in the automatic and immediate forfeiture to ACMC (or its designated affiliate) of unvested Restricted Units unless employment ceases as a result of the Named Executive Officer's disability (as defined), death or termination by the Partnership without cause (as defined). Under the definition of cause a resignation caused by reason of the Partnership's changing his duties, status or title to a lesser level or rank than that in effect on December 31, 1987, will result in the full vesting of the Restricted Units issued to Messrs. Williams, Harrison, Carifa and Calvert. Disability and cause for this purpose are defined in the same manner as in the employment agreements discussed above. See "Compensation Agreements with Named Executive Officers."

395,936, 395,936, 185,972, and 185,726 of the Restricted Units acquired by Messrs. Williams, Harrison, Carifa and Calvert, respectively, vested on April 21, 1993. The fair market value of these Restricted Units on the date of vesting is included in column (i) of the Summary Compensation Table.

UNIT OPTION PLAN. Pursuant to the Partnership's Unit Option Plan key employees of the Partnership and its subsidiaries, other than Messrs. Williams, Harrison, Carifa and Calvert, may be granted options to purchase up to 4,923,076 Units. Options may be granted only to employees who the Board Compensation Committee of the General Partner, which administers the Plan, after obtaining recommendations from the Management Compensation Committee, determines materially contribute, or are expected to materially contribute, to the growth and profitability of the Partnership's business. The number of options to be granted to any employee is to be determined in the discretion of the Board Compensation Committee. Options may be granted with terms of up to ten years, and an employee's right to exercise each option will vest at a rate no faster than 20% per year commencing on the first anniversary of the date of grant. Each option will have an exercise price no less than the fair market value of the Units subject to option at the time the option is granted, payable in cash. Generally, options may only be exercisable while the optionee is employed by the Partnership. Options may not be granted under the Unit Option Plan after ten years from its adoption.

During 1993 none of the Named Executive Officers were granted or awarded options under the Unit Option Plan by the Partnership or exercised any options granted under the Unit Option Plan. As of December 31, 1993 Mr. Joseph held options to purchase 70,000 Units. Options to purchase 38,000 of the Units are currently exercisable. As of December 31, 1993 the aggregate dollar value of Mr. Joseph's exercisable and unexercisable in-the-money options were $732,000 and $528,313, respectively.

1993 UNIT OPTION PLAN. Pursuant to the Partnership's 1993 Unit Option Plan key employees of the Partnership and its subsidiaries may be granted options to purchase Units. The aggregate number of Units that may be the subject of options granted or awarded under the 1993 Unit Option Plan, the Unit Bonus Plan and the Century Club Plan may not exceed 3,200,000 Units ("Overall Limitation"). In addition the maximum aggregate number of Units that may be the subject of options granted or awarded under the 1993 Unit Option Plan, the Unit Bonus Plan and the Century Club Plan in any of the years ended July 22, 1994, 1995, 1996 and 1997 may not exceed 800,000 Units ("Annual Limitation"). The maximum number of Units that may otherwise be the subject of options granted under the 1993 Unit Option Plan may be increased by the number of Units tendered to the Partnership by employees in payment of either the exercise price or withholding tax liabilities. Options may be granted only to employees who a committee of the General Partner consisting of Messrs. Jenrette and Holloway, which administers the Plan, after obtaining recommendations from the Management Compensation Committee, determines materially contribute, or are expected to materially contribute, to the growth and profitability of the Partnership's business. The number of options to be granted to any employee is to be determined in the discretion of the Board Compensation Committee. Options may be granted with terms of up to ten years, and an employee's right to exercise each option will vest at a rate no faster than 20% per year commencing on the first anniversary of the date of grant. Each option will have an exercise price no less than the fair market value of the Units subject to the option at the time the option is granted, payable in cash. Generally, options may only be exercisable while the optionee is employed by the Partnership or one of its subsidiaries. Options may not be granted under the 1993 Unit Option Plan after ten years from its adoption.

None of the Named Executive Officers has been granted or awarded options under the 1993 Unit Option Plan.

PROFIT SHARING PLAN. The Partnership maintains a qualified defined contribution profit sharing plan covering most employees of the Partnership who have attained age 21 and completed one year of service. Annual contributions are determined by the Board of Directors in its sole discretion and are allocated among participants who are employed by a participating employer on the last business day of the calendar year involved by crediting each participant with the same proportion of the contribution as the participant's base compensation bears to the total base compensation of all participants. The plan provides for a 401(k) salary reduction election under which the Partnership may match a participant's election to reduce up to 5% of base salary. A participant's interest in the plan is 100% vested after the participant has completed three years of service although account balances deriving from salary reductions are 100% vested at all times. The Partnership's contributions under the plan for a given year may not exceed 15% of the aggregate compensation paid to all participants for that year. Contributions to a participant's plan account (including contributions made by a participant) for a particular year may not exceed 25% of the participant's compensation for that year or $30,000, whichever is less. The amount of the benefits ultimately distributed to an employee is dependent on the investment performance of the employee's account under the plan. Distribution of vested account balances under the plan is made upon termination of employment either in a lump sum or in installments for a specific period of years. If a participant dies prior to termination of his employment, the entire value of his account is paid to the participant's beneficiary. For 1993, vested contributions to the plan for the accounts of Messrs. Williams, Harrison, Carifa, Calvert and Joseph were $26,250, $25,000, $25,000, $25,000 and $19,450, respectively. These amounts are included in column (i) of the Summary Compensation Table.

PROFIT SHARING PLAN FOR FORMER ECMC EMPLOYEES. The Partnership maintains a qualified defined contribution profit sharing plan covering most former ECMC employees with vesting and benefit contribution allocation methods substantially equivalent to the profit sharing plan maintained by ECMC prior to the acquisition. The plan provides for a 401(k) salary reduction election under which a participant may reduce up to 12% of compensation and the Partnership must match the first 2 1/2% of compensation so reduced in 1993 and 1994. A participant's entire interest in the plan is 100% vested at all times. The Partnership's contributions under the plan for a given year may not exceed 15% of the aggregate compensation paid to all participants for that year. Contributions to a participant's plan account (including contributions made by a participant) for a particular year may not exceed 25% of the participant's base compensation for that year or $30,000, whichever is less. The amount of the benefits ultimately distributed to an employee is dependent on the investment performance of the employee's account under the plan. Distribution of vested account balances under the plan is made upon termination of employment either in a lump sum or in installments for a specific period of years. If a participant dies prior to termination of his employment, the entire value of his account is paid to the participant's beneficiary.

None of the Named Executive Officers is a participant in this plan.

RETIREMENT PLAN. The Partnership maintains a qualified, non-contributory, defined benefit retirement plan covering most employees of the Partnership who have completed one year of service and attained age 21. Employer contributions are determined by application of actuarial methods and assumptions to reflect the cost of benefits under the plan. Each participant's benefits are determined under a formula which takes into account years of credited service, the participant's average compensation over prescribed periods and Social Security covered compensation. The maximum annual benefit payable under the plan may not exceed the lesser of $100,000 or 100% of a participant's average aggregate compensation for the three consecutive years in which he received the highest aggregate compensation from the Partnership or such lower limit as may be imposed by the Internal Revenue Code on certain participants by reason of their coverage under another qualified plan maintained by the Partnership. A participant is fully vested after the completion of five years of service. The plan generally provides for payments to or on behalf of each vested employee upon such employee's retirement at the normal retirement age provided under the plan or later, although provision is made for payment of early retirement benefits on an actuarially reduced basis. Normal retirement age under the plan is 65. Death benefits are payable to the surviving spouse of an employee who dies with a vested benefit under the plan.

The table below sets forth with respect to the retirement plan the estimated annual straight life annuity benefits payable upon retirement at normal retirement age for employees with the remuneration and years of service indicated.

	Estimated Annual Benefits						
	Years of Service at Retirement						
Average Final Compensation	15	20	25	30	35	40	45
$100,000	$20,130	$26,839	$ 33,549	$ 40,259	$ 46,969	$ 51,969	$ 56,969
150,000	31,380	41,839	52,299	62,759	73,219	80,719	88,219
200,000	42,630	56,839	71,049	85,259	99,469	100,000	100,000
250,000	53,880	71,839	89,799	100,000	100,000	100,000	100,000
300,000	65,130	86,839	100,000	100,000	100,000	100,000	100,000

Assuming they are employed by the Partnership until age 65, the credited years of service under the plan for Messrs. Williams, Harrison, Carifa, Calvert and Joseph would be 20, 24, 40, 38 and 28, respectively. Compensation on which plan benefits are based includes only base compensation and not bonuses, incentive compensation, profit-sharing plan contributions or deferred compensation. The compensation for calculation of plan benefits for these five individuals for 1993 is $225,000, $200,000, $200,000, $200,000 and $129,673, respectively.

UNIT BONUS PLAN. Pursuant to the Partnership's Unit Bonus Plan the Board Compensation Committee may award Units to key employees of the Partnership and its subsidiaries in lieu of all or a portion of the cash bonus that they would otherwise receive. The aggregate number of Units that may be the subject of awards or grants under the Unit Bonus Plan, the 1993 Unit Option Plan and the Century Club Plan may not exceed the Overall Limitations and the maximum aggregate number of Units that may be the subject of awards or grants under the Unit Bonus Plan, the 1993 Unit Option Plan and the Century Club Plan in any of the years ended July 22, 1994, 1995, 1996 and 1997 may not exceed the Annual Limitation. Units that may otherwise be awarded under the Unit Bonus Plan may be increased by the number of Units tendered to the Partnership in payment of withholding tax liabilities in respect of Unit Bonus Plan awards. Units awarded under the Unit Bonus Plan may be vested or unvested (i.e., subject to forfeiture) at the time of award. Unvested Units will vest or become nonforfeitable in accordance with the conditions specified by the Board Compensation Committee at the time of award.

None of the Named Executive Officers has been awarded Units under the Unit Bonus Plan.

CENTURY CLUB PLAN. Pursuant to the Partnership's Century Club Plan up to 200,000 Units may be awarded to employees of AFD or another subsidiary of the Partnership who attain certain sales targets or sales criteria determined by the Century Club Committee which consists of Messrs. John D. Carifa and Michael Laughlin, President and Executive Vice President of the General Partner, respectively. The maximum aggregate number of Units that may be awarded under the Century Club Plan, the 1993 Unit Option Plan and the Unit Bonus Plan may not exceed the Overall Limitation and the maximum aggregate number of Units that may be awarded under the Century Club Plan, the 1993 Unit Option Plan and the Unit Bonus Plan in any of the years ended July 22, 1994, 1995, 1996 and 1997 may not exceed that Annual Limitation. Units awarded under the Century Club Plan may be vested or unvested (i.e., subject to the forfeiture) at the time of award. Unvested Units will vest or become nonforfeitable in accordance with the conditions specified by the Century Club Committee at the time of award.

None of the Named Executive Officers has been awarded Units under the Century Club Plan.

PARTNERS PLAN. Since 1983 a nonqualified, unfunded deferred compensation program known as the Partners Plan has been maintained under which certain key employees received incentive awards pursuant to a formula set each year by the Management Compensation Committee. No awards have been or will be made under the Partners Plan for any year after 1987. All awards are fully vested. Unless accelerated, award account balances generally are distributed upon resignation, retirement, disability or death. The Board of Directors of the General Partner has the right to accelerate vesting and make distributions of up to 90% of a participant's account balance if the key employee agrees to extend the term of his employment for a period of at least one year. Until distributed, the awards are credited with interest based on prevailing market rates plus, for the years prior to 1989, a premium if the Partnership's earnings growth rate exceeded certain levels. Interest credited during 1993 for the accounts of Messrs. Williams, Harrison, Carifa and Calvert was $7,323, $3,115, $2,863, and $2,526 respectively. These amounts are included in column (i) of the Summary Compensation Table. This amount is included in column (h) of the Summary Compensation Table.

CAPITAL ACCUMULATION PLAN. Since 1985 a nonqualified, unfunded deferred compensation program known as the Capital Accumulation Plan has been maintained to provide retirement benefits for key employees and their beneficiaries which supplement their benefits under the Retirement Plan described above. Under this plan, at the end of 1985, 1986 and 1987, awards were made for each participant, selected on the basis of performance by the Management Compensation Committee, equal to a percentage of the participant's base salary and the participant's discretionary bonus for the year. The amount awarded was credited to the participant's account on the Partnership's books to which interest is thereafter credited, until distributed or forfeited, based on prevailing market rates. A participant's account balance vests based on the participant's years in the plan with no vesting for zero to four years of participation, 30% vesting after five to seven years with gradually increased vesting thereafter ranging to 87% after 35 years of participation and 100% vesting at age 65 or death. Upon termination of employment other than by reason of permanent disability or death, the participant's vested account balance is to be paid out in ten equal annual installments. In the event of permanent disability, the participant is to receive the higher of the vested balance at the time of disability or 50% of the total balance at the time of disability, in either case payable in ten equal annual installments. In the event of death, the participant's beneficiary is to receive the higher of (i) the participant's account balance paid in ten equal annual installments together with interest or (ii) annually 50% of the participant's total cash compensation for the year prior to the year of the participant's death payable until the participant would have attained age 65, but in no event for less than ten years.

While the Partnership is responsible for the payment of all obligations under the plan, ACMC and Alliance are required, subject to certain limitations, to make capital contributions to the Partnership in an amount equal to the payments. ACMC's obligations are guaranteed, subject to certain limitations, by EIC. No additional awards will be made under this plan, but employees will continue to vest in their existing account balances and to be credited with interest at prevailing market rates on these balances. A participant's total cash compensation for 1987 increased by 5% per year, compounded annually, will be considered his total cash compensation for purposes of determining the amount of any death benefits payable in respect of the participant. The Board of Directors of the General Partner intends to cancel this plan if tax legislation is enacted which adversely affects certain benefits derived by ACMC from insurance on the lives of certain of the Partnership's employees purchased in connection with the plan. If the plan is cancelled, the Board of Directors of the General Partner may, at its option, either pay each participant his then vested account balance or continue to maintain the account balances for vesting and distribution as described above as if the plan had not terminated, provided that in such event no death benefit based on a participant's total cash compensation will be paid. The plan account balances which became vested during 1993 for the accounts of Messrs. Williams, Harrison, Carifa and Calvert were $30,011, $29,916, $17,658 and $18,423, respectively. These amounts are included in column (i) of the Summary Compensation Table.

DEFERRAL PLAN. Under this plan, certain employees of the Partnership may elect to defer for at least one year the receipt of base or bonus compensation otherwise payable in a given year to January 31 of the year selected. Interest is credited at prevailing market rates on the amounts deferred under this plan until paid. In certain cases, 10% of a deferred amount is subject to forfeiture if the employee's employment terminates prior to the January 31 payment date for any reason other than death or disability. There was no compensation deferred from 1993 to a subsequent year for the Named Executive Officers. During 1993 there were no payments of previously deferred compensation to or interest credited on amounts deferred by any of the Named Executive Officers.

DLJ PLANS. Prior to Equitable's 1985 acquisition of DLJ, certain employees of the Partnership participated in various DLJ employee benefit plans and arrangements. Since the acquisition, no employer contributions or awards have been made, nor in the future are any employer contributions or awards to be made, under these plans or arrangements for any employee of the Partnership. No deferral of compensation earned by any such employee for services rendered since the acquisition has been permitted under any such plan or arrangement. The Partnership has no liability for and will not bear the cost of any benefits under these plans and arrangements.

In 1983, DLJ adopted an Executive Supplemental Retirement Program under which certain employees of the Partnership deferred a portion of their 1983 compensation in return for which DLJ agreed to pay each of them a specified annual retirement benefit for 15 years beginning at age 65. Benefits are based upon the participant's age and the amount deferred and are calculated to yield an approximate 12.5% annual compound return. In the event of the participant's disability or death, an equal or lesser amount is to be paid to the participant or his beneficiary. After age 55, participants the sum of whose age and years of service equals 80 may elect to have their benefits begin in an actuarially reduced amount before age 65. DLJ has funded its obligation under the Program through the purchase of life insurance policies. The following table shows as to the Named Executive Officers who are participants in the Plan the estimated annual retirement benefit payable at age 65. Each of these individuals is fully vested in the applicable benefit.

Name	Estimated Annual Retirement Benefit
Dave H. Williams	$ 41,825
Alfred Harrison	50,246
John D. Carifa	114,597
Bruce W. Calvert	145,036

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Principal Security Holders

The Partnership has no information that any person beneficially owns more than 5% of the outstanding Units except (i) ACMC and ECMC wholly-owned subsidiaries of ECI, and (ii) as reported on Schedule 13D, filed with the SEC by AXA and certain of its affiliates pursuant to the Securities Exchange Act of 1934. The following table and notes have been prepared in reliance upon such filing for the nature of ownership and an explanation of overlapping ownership.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership Reported on Schedule	Percent of Class
AXA (1)(2)(3) 23 Avenue Matignon, 75008 Paris, France	45,371,500(4)	62.23%
ECI (3) 787 Seventh Avenue New York, New York 10019	45,371,500(4)	62.23%

(1) For insurance regulatory purposes the shares of capital stock of ECI beneficially owned by AXA have been deposited into a voting trust which has an initial term of 10 years ("Voting Trust"). The Voting Trustees, who must be members of AXA's Conseil d'Administration (the body analogous to a U.S. corporation's board of directors), are Claude Bebear, Patrice Garnier and Henri de Clermont-Tonnerre. The Voting Trustees have agreed to exercise their voting rights to protect the legitimate economic interests of AXA, but with a view to ensuring that certain of the indirect minority shareholders of ECI do not exercise control over ECI or certain of its insurance subsidiaries. See "Item 1. Business-General".

(2) The Voting Trustees may be deemed to be beneficial owners of all Units beneficially owned by AXA. In addition, the Mutuelles AXA, as a group, and each of Finaxa and Midi Participations may be deemed to be beneficial owners of all Units beneficially owned by AXA. By reason of the fact that the Voting Trustees are members of AXA's Conseil d'Administration and by virtue of the provisions of the Voting Trust Agreement, AXA may be deemed to have shared voting power with respect to the Units. Subject to the restrictions on the disposition of shares of the capital stock of ECI in the Standstill Agreement, AXA has the power to dispose or direct the disposition of all shares of the capital stock of ECI deposited in the Voting Trust. By reason of their relationship with AXA, the Mutuelles AXA, as a group, and each of Finaxa and Midi Participations 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 beneficially owned by AXA. The address of each of AXA, Midi Participations, Finaxa and the Voting Trustees is 23 Avenue Matignon, Paris, France. The addresses of the Mutuelles AXA are as follows: The address of each of AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle is La Grande Arche, Paroi Nord, Paris La Defense, France; the address of each of Alpha Assurances Vie Mutuelle and Alpha Assurances I.A.R.D. Mutuelle is 100-101 Terrasse Boieldieu, Paris La Defense, France; and the address of Uni Europe Assurance Mutuelle is 24 Rue Drouot, Paris, France. See "Item 1. Business-General".

(3) By reason of their relationship, AXA, the Voting Trustees, ECI, Equitable, ACMC, ECMC, the Mutuelles AXA, Finaxa and Midi Participations may be deemed to share the power to vote or to direct the vote or to dispose or direct the disposition of the 45,371,500 Units.

(4) Includes 100,000 Units which are issuable upon conversion of the Class A Limited Partnership Interest.

Management

The following table shows, as of March 14, 1994, the beneficial ownership of Units by each director and each Named Executive Officer of the General Partner who owns more than 1% of the outstanding Units and by all directors and executive officers of the General Partner as a group:

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Dave H. Williams (1)	1,355,456	1.86%
John D. Carifa	808,068	1.11%
All Directors and Executive Officers of the General Partner as a Group	3,772,718 (2)	5.17%

(1) Includes 80,000 Units owned by Reba W. Williams.
(2) Includes 70,000 Units which may be acquired within 60 days under the Partnership's Unit Option Plan.

The Partnership has no information that any director of the General Partner, any Named Executive Officer or the directors and executive officers of the General Partner as a group beneficially own any class of equity securities of any of the Partnership's parents or subsidiaries other than directors' qualifying shares except that (i) Mr. Williams has been granted options to purchase 100,000 shares of the common stock of ECI, (ii) Mr. Benson has been granted options to purchase 250,000 shares of the common stock of ECI, (iii) Mr. Calvert has been granted options to purchase 50,000 shares of the common stock of ECI, (iv) Mr. Carifa has been granted options to purchase 50,000 shares of the common stock of ECI, (v) Mr. de Castries has been granted options to purchase 15,000 shares of AXA, (vi) Mr. Dupont-Madinier has been granted options to purchase 7,938 AXA shares, (vii) Mr. Hellebuyck owns 1,125 shares of AXA and has been granted options to purchase 1,500 shares of AXA, (viii) Mr. Hottinguer owns 1,621 shares of AXA and 1,840 shares of Finaxa, (ix) Mr. Jenrette owns 85 shares of the common stock of ECI and has been granted options to purchase 600,000 shares of the common stock of ECI, (x) Mr. Melone owns 182 shares of the common stock of ECI and has been granted options to purchase 400,000 shares of the common stock of ECI, (xi) Mr. O'Neil owns 27 shares of the common stock of ECI and has been granted options to purchase 100,000 shares of the common stock of ECI, (xii) Mr. Savage owns 136 shares of the common stock of ECI, and (xiii) Mr. Smith has been granted options to purchase 1,000 shares of AXA.

The General Partner makes all decisions relating to the management of the Partnership. The General Partner has agreed that it will conduct no business other than managing the Partnership, although it may make certain investments for its own account. Conflicts of interest, however, could arise between the General Partner and the Unitholders.

Section 17-403(b) of the Delaware Revised Uniform Limited Partnership Act (the "Delaware Act") states that, except as provided in the Delaware Act or the partnership agreement, a general partner of a limited partnership has the same liabilities to the partnership and to the limited partners as a general partner in a partnership without limited partners. While, under Delaware law, a general partner of a limited partnership is liable as a fiduciary to the other partners, the Agreement of Limited Partnership of Alliance Capital Management L.P. (As Amended and Restated)("Partnership Agreement") sets forth a more limited standard of liability for the General Partner. The Partnership Agreement provides that the General Partner is not liable for monetary damages to the Partnership for errors in judgment or for breach of fiduciary duty (including breach of any duty of care or loyalty), unless it is established that the General Partner's action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Partnership, with reckless disregard for the best interests of the Partnership or with actual bad faith on the part of the General Partner, or constituted actual fraud. Whenever the Partnership Agreement provides that the General Partner is permitted or required to make a decision (i) in its "discretion," the General Partner is entitled to consider only such interests and factors as it desires and has no duty or obligation to consider any interest of or other factors affecting the Partnership or any Unitholder or (ii) in its "good faith" or under another express standard, the General Partner will act under that express standard and will not be subject to any other or different standard imposed by the Partnership Agreement or applicable law.

In addition, the Partnership Agreement grants broad rights of indemnification to the General Partner and its directors and affiliates and authorizes the Partnership to enter into indemnification agreements with the directors, officers, partners, employees and agents of the Partnership and its affiliates. The Partnership has granted broad rights of indemnification to officers of the General Partner and employees of the Partnership. In addition, the Partnership assumed indemnification obligations previously extended by Alliance to its directors, officers and employees. The foregoing indemnification provisions are not exclusive, and the Partnership is authorized to enter into additional indemnification arrangements. The Partnership has obtained directors and officers liability insurance.

The Partnership Agreement also allows transactions between the Partnership and the General Partner or its affiliates if the transactions are on terms determined by the General Partner to be comparable to (or more favorable to the Partnership than) those that would prevail with any unaffiliated party. The Partnership Agreement provides that those transactions are deemed to meet that standard if such transactions are approved by a majority of those directors of the General Partner who are not directors, officers or employees of any affiliate of the General Partner (other than the Partnership and its subsidiaries) or, if in the reasonable and good faith judgment of the General Partner, the transactions are on terms substantially comparable to (or more favorable to the Partnership than) those that would prevail in a transaction with an unaffiliated party.

The Partnership Agreement expressly permits all affiliates of the General Partner (including Equitable and its other subsidiaries) to compete, directly or indirectly, with the Partnership, to engage in any business or other activity and to exploit any opportunity, including those that may be available to the Partnership. Equitable and some of its subsidiaries currently compete with the Partnership. See "Item 13. Certain Relationships and Related Transactions-Competition." The Partnership Agreement further provides that, except to the extent that a decision or action by the General Partner is taken with the specific intent of providing a benefit to an affiliate of the General Partner to the detriment of the Partnership, there is no liability or obligation with respect to, and no challenge of, decisions or actions of the General Partner that would otherwise be subject to claims or other challenges as improperly benefiting affiliates of the General Partner to the detriment of the Partnership or otherwise involving any conflict of interest or breach of a duty of loyalty or similar fiduciary obligation.

The fiduciary obligations of general partners is a developing area of the law and it is not clear to what extent the foregoing provisions of the Partnership Agreement are enforceable under Delaware or federal law.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Competition

AXA, Equitable and certain of their direct and indirect subsidiaries provide financial services, some of which are competitive with those offered by the Partnership. The Partnership Agreement specifically allows Equitable and its subsidiaries (other than the General Partner) to compete with the Partnership and to exploit opportunities that may be available to the Partnership. Equitable and certain of its subsidiaries have substantially greater financial resources than the Partnership or the General Partner.

Financial Services

The Partnership Agreement permits Equitable and its affiliates to provide services to the Partnership on terms comparable to (or more favorable to the Partnership than) those that would prevail in a transaction with an unaffiliated third party. The Partnership believes that its arrangements with Equitable and its affiliates are at least as favorable to the Partnership as could be obtained from an unaffiliated third party, based on its knowledge of and inquiry with respect to comparable arrangements with or between unaffiliated third parties.

The Partnership acts as the investment manager for the general and separate accounts of Equitable and its insurance company subsidiaries pursuant to investment advisory agreements. During 1993 the Partnership received approximately $55.4 million in fees pursuant to these agreements. In connection with the services provided under these agreements the Partnership provides ancillary accounting, valuation, reporting, treasury and other services for regulatory purposes under service agreements. During 1993 the Partnership received approximately $6.8 million in fees pursuant to these agreements. Equitable provides certain legal and other services to the Partnership relating to certain insurance and other regulatory aspects of the general and separate accounts of Equitable and its insurance company subsidiaries. During 1993 the Partnership paid approximately $1.4 million to Equitable for these services.

During 1993 the Partnership paid Equitable approximately $8.3 million for certain services provided with respect to the marketing of the variable annuity insurance and variable life insurance products for which The Hudson River Trust is the funding vehicle.

A life insurance subsidiary of Equitable has issued to ACMC life insurance policies on certain employees of the Partnership, the costs of which are to be borne by ACMC without reimbursement by the Partnership. During 1993 ACMC paid approximately $5.7 million in insurance premiums on these policies.

The Partnership and its employees are covered by various policies maintained by Equitable and its other subsidiaries. The amount of premiums for these group policies paid by the Partnership to Equitable was approximately $.2 million for 1993.

The Partnership provides investment management services to certain employee benefit plans of Equitable and DLJ. Advisory fees from these accounts totalled approximately $2.9 million for 1993 including $1.8 million from the separate accounts of Equitable.

Equico was the Partnership's second largest distributor of load mutual funds in 1993 for which it received sales concessions from the Partnership on sales of $475 million. In 1993 Equico also distributed certain of the Partnership's cash management products. Equico received distribution payments totalling $3.0 million in 1993 for these services.

DLJ Securities Corporation and Pershing distribute certain Alliance Mutual Funds and cash management products and receive sales concessions and distribution payments. In addition, the Partnership and Pershing have an agreement pursuant to which Pershing recommends to certain of its correspondent firms the use of Alliance cash management products for which Pershing is allocated a portion of the revenues derived by the Partnership from sales through the Pershing correspondents. Amounts paid by the Partnership to DLJ Securities Corporation, Pershing and Wood Struthers & Winthrop Management Corp., a subsidiary of DLJ, in connection with the above distribution services were $10.7 million in 1993. DLJ and its subsidiaries also provide the Partnership with brokerage and various other services, including clearing, investment banking, research, data processing and administrative services. Brokerage, the expense of which is borne by the Partnership's clients, aggregated approximately $0.1 million for 1993. During 1993, the Partnership paid $.2 million to DLJ and its subsidiaries for all such other services.

Prior to the Partnership's acquisition of ECMC, during 1993 ECMC reimbursed Equitable in the amount of $9.9 million for rent and the use of certain services and facilities. ECMC also paid Equitable $1.9 million pursuant to a tax sharing arrangement. Subsequent to the Partnership's acquisition of ECMC during 1993 the Partnership reimbursed Equitable in the amount of $1.6 million for rent and the use of certain services and facilities.

Other Transactions

During 1993 the Partnership paid certain legal and other expenses incurred by Equitable and its insurance company subsidiaries relating to the general and separate accounts of Equitable and such subsidiaries for which it has been or will be fully reimbursed by Equitable. The largest amount of such indebtedness outstanding during 1993 was $1.2 million which represents the amount outstanding on December 31, 1993.

Equitable and its affiliates are not obligated to provide funds to the Partnership, except for ACMC's and the General Partner's obligation to fund certain of the Partnership's deferred compensation and employee benefit plan obligations referred to under "Compensation Agreements with Named Executive Officers" and "Capital Accumulation Plan". The Partnership Agreement permits Equitable and its affiliates to lend funds to the Partnership at the lender's cost of funds.

ACMC and the General Partner are obligated, subject to certain limitations, to make capital contributions to the Partnership in an amount equal to the payments the Partnership is required to make as deferred compensation under the employment agreements entered into in connection with Equitable's 1985 acquisition of DLJ, as well as obligations of the Partnership to various employees and their beneficiaries under the Partnership's Capital Accumulation Plan. In 1993, ACMC made capital contributions to the Partnership of $.7 million. ACMC's obligations to make these contributions are guaranteed by EIC subject to certain limitations. All tax deductions with respect to these obligations, to the extent funded by ACMC, Alliance or EIC, will be allocated to ACMC or Alliance.

Reba W. Williams, the wife of Dave H. Williams, was employed by the Partnership during 1993 and received compensation in the amount of $102,000.

ITEM 14. EXHIBITS, FINANCIAL STATEMENTS, SCHEDULES AND REPORTS ON FORM 8-K

(a) The following is a list of the documents filed as a part of this annual report on Form 10-K:

(1) Financial Statements

	Reference Pages in Annual Report
Consolidated Statements of Financial Condition, December 31, 1993 and 1992.	53
Consolidated Statements of Income, Years ended December 31, 1993, 1992 and 1991.	54
Consolidated Statements of Changes in Partners' Capital, Years ended December 31 1993, 1992 and 1991	55
Consolidated Statements of Cash Flows, Years ended December 31, 1993, 1992, and 1991	56
Notes to Consolidated Financial Statements	57-68
Independent Auditors' Report	69

(2) Financial Statement Schedules

	Reference Pages in Form 10-K Report
Schedule I, Marketable Securities as of December 31, 1993	37

Other schedules are omitted because they are not applicable, or the required information is set forth in the financial statements or notes thereto.

(b) REPORTS ON FORM 8-K.

A report on Form 8-K dated November 17, 1993 was filed during the last quarter of 1993 reporting that the Partnership had entered into an Asset Purchase Agreement dated November 16, 1993 with Shields Asset Management, Incorporated ("Shields"), Regent Investor Services Incorporated ("Regent"), Furman Selz Holding Corporation and Xerox Financial Services, Inc. to acquire the business and substantially all of the assets of Shields and Regent.

(c) Exhibits.

The following exhibits required to be filed by Item 601 of Regulation S-K are filed herewith or, in the case of Exhibits 10.54, 10.55, 10.56, 10.57, 10.58 and 13.5, incorporated by reference herein:

EXHIBIT	DESCRIPTION
10.54	Amended and Restated Transfer Agreement among Alliance Capital Management L.P., Equitable Capital Management Corporation and Equitable Investment Corporation dated as of February 23, 1993 as amended and restated on May 28, 1993 (1)
10.55	Asset Purchase Agreement among Alliance Capital Management L.P., Shields Asset Management, Incorporated, Regent Investor Services Incorporated, Furman Selz Holding Corporation and Xerox Financial Services, Inc. dated November 16, 1993 (2)
10.56	Alliance Capital Management L.P. 1993 Unit Option Plan (3)
10.57	Alliance Capital Management L.P. Unit Bonus Plan (3)
10.58	Alliance Capital Management L.P. Century Club Plan (3)
13.5	Alliance Capital Management L.P. 1993 Annual Report to Unitholders (pages 43 through 69)
21.1	Subsidiaries of the Registrant
23.1	Consent of KPMG Peat Marwick
24.32	Power of Attorney by James M. Benson
24.33	Power of Attorney by Henri de Castries
24.34	Power of Attorney by Christophe Dupont-Madinier
24.35	Power of Attorney by Jean-Pierre Hellebuyck
24.36	Power of Attorney by Benjamin D. Holloway
24.37	Power of Attorney by Henri Hottinguer

24.38	Power of Attorney by Richard H. Jenrette
24.39	Power of Attorney by Joseph J. Melone
24.40	Power of Attorney by Brian S. O'Neil
24.41	Power of Attorney by Peter G. Smith
24.42	Power of Attorney by Madelon DeVoe Talley

(1) Filed as an Exhibit to the Registrant's Form 8-K dated August 10, 1993.
(2) Filed as an Exhibit to the Registrant's Form 8-K dated November 17, 1993.
(3) Filed as an Exhibit to the Registrant's Registration Statement on Form S-8 (File No. 33-65932) filed with the Securities and Exchange Commission on July 12, 1993.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Alliance Capital Management L.P.
By: Alliance Capital Management Corporation, General Partner

Date: March 28, 1994

By: /s/Dave H. Williams

Dave H. Williams
Chairman

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date: March 28, 1994

/s/John D. Carifa

John D. Carifa
President, Chief Operating Officer and Chief Financial Officer

Date: March 28, 1994

/s/Robert H. Joseph, Jr.

Robert H. Joseph, Jr.
Senior Vice President and Chief Accounting Officer

Directors

/s/Dave H. Williams Dave H. Williams Chairman and Director	* Benjamin D. Holloway Director
* James M. Benson Director	* Henri Hottinguer Director
/s/Bruce W. Calvert Bruce W. Calvert Director	* Richard H. Jenrette Director
/s/John D. Carifa John D. Carifa Director	* Joseph J. Melone Director
* Henri de Castries Director	* Brian S. O'Neil Director
* Christophe Dupont-Madinier Director	/s/Frank Savage Frank Savage Director
/s/Alfred Harrison Alfred Harrison Director	* Peter Smith Director
* Jean-Pierre Hellebuyck Director	* Madelon DeVoe Talley Director
*By/s/David R. Brewer, Jr. David R. Brewer, Jr. (Attorney-in-Fact)	/s/Reba W. Williams Reba W. Williams Director

Alliance Capital Management L.P.
Schedule I - Marketable Securities
December 31, 1993

	Number of Shares or Principal Amount	(in thousands) Cost	Market Value	Carrying Value
Money Market Funds, Deposit Accounts and Mutual Funds*:				
ACM Institutional Reserves-Prime Portfolio	13,457,173 shares	$13,457	$13,457	$13,457
Alliance Capital Reserves	17,664,779 shares	17,665	17,665	17,665
Other Money Market Funds and Deposit Accounts		20,899	20,919	20,899
Open-End Mutual Funds		3,081	3,238	3,081
Closed-End Mutual Funds		1,450	1,543	1,450
Total Marketable Securities				$56,552

* Represents investments in registered investment companies managed by the Partnership.

Independent Auditors' Report

The General Partner and Unitholders
Alliance Capital Management L.P.

Under date of January 27, 1994, except as to Note 12, which is as of March 7, 1994, we reported on the consolidated statements of financial condition of Alliance Capital Management L.P. and subsidiaries as of December 31, 1993 and 1992, and the related consolidated statements of income, changes in partners' capital, and cash flows for the years ended December 31, 1993, 1992 and 1991, as contained in the 1993 Annual Report to Unitholders. These consolidated financial statements and our report thereon are incorporated by reference in the annual report on Form 10-K for the year 1993. In connection with our audits of the aforementioned consolidated financial statements, we also have audited the related financial statement schedule as listed in the accompanying index (page 34). This financial statement schedule is the responsibility of Alliance Capital Management Corporation, General Partner. Our responsibility is to express an opinion on this financial statement schedule based on our 1993 audit.

In our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

KPMG PEAT MARWICK

New York, New York
January 27, 1994, except as to Note 12,
which is as of March 7, 1994

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

EXHIBITS
TO
ANNUAL REPORT
ON
FORM 10-K
(For the Fiscal Year Ended December 31, 1993)

UNDER
SECURITIES EXCHANGE ACT OF 1934
PURSUANT TO SECTION
13 OR 15(d)

ALLIANCE CAPITAL MANAGEMENT L.P.
(Exact name of registrant as specified in its charter)

EXHIBIT INDEX

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EXHIBIT 13.5

Alliance Capital Management L.P. and Subsidiaries

Consolidated Financial Information

Alliance Capital Management L.P. (1)
Selected Consolidated Financial Data

For the Years Ended December 31
(in thousands, unless otherwise indicated)

	1993	1992	1991	1990	1989
Income Statement Data:					
Revenues:					
Investment advisory and services fees:					
Alliance mutual funds	$167,043	$150,660	$129,071	$ 96,166	$ 72,568
Other affiliated clients	37,212	33,180	41,268	40,253	60,310
Institutional clients	146,509	138,006	133,706	116,362	118,972
Distribution plan fees from Alliance mutual funds	105,260	92,985	70,013	30,487	14,296
Shareholder servicing and administration fees	32,932	28,099	25,090	20,175	16,987
Commission income	5,524	4,643	7,222	7,985	5,601
Interest, dividends and other income	5,037	5,698	6,230	5,307	5,838
	499,517	453,271	412,600	316,735	294,572
Expenses:					
Employee compensation and benefits	148,128	152,397	133,235	118,653	118,135
General and administrative	65,978	80,637	76,884	70,559	68,253
Interest	10,251	9,466	6,864	3,892	1,419
Promotion and servicing:					
Distribution payments to financial intermediaries:					
Affiliated	13,722	10,755	8,761	5,690	4,164
Unaffiliated	65,445	55,526	52,024	32,902	22,658
Amortization of deferred sales commissions	36,237	32,495	20,613	6,609	--
Other	31,813	30,322	24,808	26,032	20,930
Amortization of intangible assets	6,975	6,993	6,893	6,872	7,307
Nonrecurring transaction expenses	40,842	--	--	--	--
	419,391	378,591	330,082	271,209	242,866
Income before income taxes (benefit) and cumulative effect of accounting change	80,126	74,680	82,518	45,526	51,706
Income taxes (benefit)	11,466	(100)	11,355	6,082	12,547
Income before cumulative effect of accounting change	68,660	74,780	71,163	39,444	39,159
Cumulative effect of change in accounting for income taxes	900	--	--	--	--
Net income	$ 69,560	$ 74,780	$ 71,163	$ 39,444	$ 39,159
Net income per Unit (4)	$0.96	$1.05	$1.01	$0.57	$0.57
Cash distributions per Unit (2) (4)	$1.50	$1.285	$1.06	$0.88	$0.80
Weighted average Units outstanding (4)	72,085	70,244	69,622	68,704	68,500
Balance Sheet Data at Period End:					
Total assets	$561,287	$415,851	$450,029	$337,518	$283,353
Debt and long-term obligations (3)	134,022	165,334	127,798	92,302	33,568
Total partners' capital	214,045	160,626	156,419	139,865	149,588
Assets under Management at Period End (in millions)	$115,276	$ 98,681	$ 97,956	$ 79,440	$ 81,266

(1) The transfer of the business of Equitable Capital Management Corporation ("ECMC") to the Partnership was completed on July 22, 1993 and was accounted for in a manner similar to the pooling of interests method. Accordingly, financial data for all periods presented, except as noted, have been restated to include the results of operations of ECMC.

(2) The Partnership is required to distribute all of its Available Cash Flow, as defined in the Partnership Agreement, to the General Partner and Unitholders. Distribution per Unit amounts above do not include Available Cash Flow resulting from the operations of ECMC prior to July 22, 1993, the date the transfer was completed.

(3) Includes accrued expenses under employee benefit plans due after one year and debt.

(4) Unit and per Unit amounts for all periods presented reflect a two-for-one Unit split effective February 22, 1993.

Management's Discussion and Analysis of Financial Condition
and Results of Operations

Revenues

The Partnership derives substantially all of its revenues and net income from fees for investment advisory, distribution, and other services provided to its sponsored mutual funds and cash management accounts and from fees for investment advisory services provided to institutional clients and The Equitable Life Assurance Society of the United States ("ELAS") and certain of its subsidiaries. The most significant factors affecting revenue growth during the three year period ended 1993 have been the expansion of the Partnership's mutual fund and cash management services business and market appreciation of assets under management by the Partnership.

The Partnership continues to expand its range of investment products and markets served. The most significant development during 1993 was the acquisition of the business and substantially all of the assets of Equitable Capital Management Corporation ("ECMC"), an indirect wholly-owned subsidiary of The Equitable Companies Incorporated ("Equitable"), in exchange for 11.8 million newly issued Units and a newly created Class A Limited Partnership Interest convertible initially into 100,000 Units. The acquisition of ECMC increased the Partnership's assets under management by $36.6 billion. The Partnership accounted for the acquisition in a manner similar to the pooling of interests method and, accordingly, all financial data for the periods presented have been restated to include the operations of ECMC.

In connection with the acquisition of ECMC, the Partnership entered into agreements to manage approximately $18.7 billion in assets of the general accounts of ELAS and its insurance company subsidiaries, The Equitable Variable Life Insurance Company ("EVLICO") and The Equitable of Colorado, Inc. (the "General Accounts"). The Partnership also entered into investment advisory agreements to manage approximately $6.7 billion in mutual fund assets, including $6.3 billion in The Hudson River Trust ("HRT"), a registered open-end investment company which is the funding vehicle for the variable annuity and variable life insurance products offered by ELAS and EVLICO. The remaining $11.2 billion in assets consisted of third-party assets, including $5.7 billion in separate accounts maintained by ELAS for nonaffiliated pension plan clients. The acquisition of ECMC resulted in further diversification of the services provided by the Partnership. A significant portion (67%) of the increase in assets under management attributable to the acquisition of ECMC were investments in fixed income instruments. Included in these fixed income investments were approximately $9.1 billion of assets invested in traditional private placements, private mezzanine financings and private investment limited partnerships. Certain of these below investment grade private placement portfolios are coupled with a contingent interest component or investment in an equity participation, which provide the potential for capital appreciation. As a result of the acquisition, the percentage of fixed income assets under management increased from 43% to 53%.

The following tables provide a summary of the Partnership's assets under management and associated investment advisory and services fees, restated to reflect the acquisition of ECMC by the Partnership:

Assets Under Management ($ millions)	As of December 31,		
	1993	1992	1991
Alliance mutual funds	$ 37,364	$ 28,167	$ 27,648
Other affiliated clients(1)	20,953	18,858	18,133
Institutional clients	56,959	51,656	52,175
Total	$115,276	$ 98,681	$ 97,956

Investment Advisory and Services Fees ($ thousands)	Years Ended December 31,		
	1993	1992	1991
Alliance mutual funds	$167,043	$150,660	$129,071
Other affiliated clients(1)	37,212	33,180	41,268
Institutional clients	146,509	138,006	133,706
Total	$350,764	$321,846	$304,045

(1) Other affiliated clients consist of ELAS and certain of its subsidiaries, principally EVLICO and The Equitable of Colorado, Inc.

Investment advisory and services fees are generally based on the market value of assets under management and may vary with the type of account managed. Fee income is affected by changes in assets under management, including market appreciation or depreciation, client additions and withdrawals, purchases and redemptions of mutual fund shares, and shifts of assets between accounts or products with different fee structures. Investment advisory agreements for certain accounts provide for performance fees in addition to a base fee. Performance fees are earned when investment performance exceeds a contractually agreed upon benchmark and, accordingly, may increase the volatility of both the Partnership's revenues and earnings.

Growth in the Partnership's investment advisory and services fees resulted primarily from the significant growth of its mutual fund and cash management services business due to increased sales and the introduction of new funds and products, and market appreciation, principally in its institutional accounts.

During the three year period ended 1993, investment advisory fees generated from new accounts and asset additions in the Partnership's mutual fund and cash management services business have substantially exceeded fees lost as a result of redemptions. The expansion of the Partnership's mutual fund and cash management services business has resulted in related growth in revenues from distribution plan fees and shareholder servicing and administration fees.

In contrast, investment advisory fees from new institutional accounts and asset additions to existing accounts during the three year period were less than fees lost due to institutional account terminations and asset withdrawals. The net reduction, however, was more than offset by the effect of significant market appreciation.

The Partnership's subsidiary, Alliance Fund Distributors, Inc. ("AFD"), acts as distributor of its sponsored load mutual funds and receives both distribution plan fees from those funds in reimbursement of distribution expenses it incurs and a small part of the underwriting commission on the sale of Class A Shares (see "Capital Resources and Liquidity"). The Partnership's subsidiary, Alliance Fund Services, Inc. ("AFS"), provides administrative and transfer agency services to its sponsored load mutual funds and money market funds. In connection with the investment advisory services it provides to the General Accounts, the Partnership provides ancillary regulatory accounting and reporting services. The Partnership also derives income from investments in its sponsored mutual funds, other investments and cash balances, and receives fees for securities lending services provided to the General Accounts.

Expenses

The Partnership's largest expense is employee compensation and benefits, including salaries, commissions, fringe benefits and incentive compensation based on profitability. Provisions for future payments to be made under certain deferred compensation arrangements and for noncash compensation expense resulting from the vesting of Units sold to key employees during 1988 at a discount from the initial public offering price are also included in employee compensation and benefits expense. Total salaries over the past several years have increased as the Partnership has added staff in connection with the expansion of its mutual fund business and its fixed income and global equity research capabilities. Incentive compensation, which includes pension, profit sharing and cash bonuses for employees, is based principally on the Partnership's operating earnings. Aggregate incentive compensation paid by ECMC for 1992 and 1991 was supplemented by amounts not otherwise payable under its incentive compensation plan.

General and administrative expenses are costs related to the operation of the business, including professional fees, occupancy, communications, equipment and similar expenses. Prior to the ECMC acquisition, a management fee was paid by ECMC to ELAS for use of certain personnel, facilities and services provided by ELAS. The amount of the fee was based on assets managed for ELAS.

Interest expense is incurred on the Partnership's borrowings to finance its mutual fund distribution activities and on deferred compensation owed to employees.

Promotion and servicing expenses include payments made to financial intermediaries for distribution of the Partnership's sponsored mutual funds and cash management services products and amortization of deferred sales commissions paid to financial intermediaries under its mutual fund distribution system (the "System") (see "Capital Resources and Liquidity"). Also included in this expense category are travel and entertainment, advertising, promotional materials, and investment meetings and seminars for financial intermediaries that distribute the Partnership's mutual fund products. Consistent with the growth in the Partnership's mutual fund and cash management products, this expense category has increased substantially.

Amortization of intangible assets results primarily from the acquisition of ACMC, Inc., the predecessor of the Partnership, by ELAS during 1985. The acquisition was accounted for as a purchase, with the purchase price allocated to the net assets acquired, including client files and goodwill, based on the estimated fair value of such assets and liabilities at the date of acquisition.

The Partnership generally is not subject to Federal, state and local income taxes, with the exception of the New York City unincorporated business tax, which is currently imposed at a rate of 4% of allocable income. Domestic subsidiaries of the Partnership are subject to Federal, state and local income taxes. Foreign subsidiaries are generally subject to taxes in the foreign jurisdictions where they are located. Current law provides that the Partnership will be taxable as a corporation beginning in 1998.

Results of Operations 1993 Compared to 1992

Assets under management by the Partnership at December 31, 1993 were approximately $115.3 billion, an increase of $16.6 billion or 16.8% from December 31, 1992. The increase is due principally to substantial market appreciation during 1993 of $9.2 billion and net mutual fund sales of $5.9 billion, including closed-end fund sales of $1.8 billion. Excluding market appreciation, the Partnership's institutional and other affiliated clients' assets under management decreased by $0.5 billion and increased by $2.0 billion, respectively.

Revenues for 1993 were $499.5 million, an increase of $46.2 million or 10.2% over 1992 due principally to increases in investment advisory fees of $28.9 million or 9.0% and distribution plan fees of $12.3 million or 13.2%. Investment advisory and services fees from Alliance mutual funds increased by $16.4 million or 10.9% due to higher average assets under management resulting from strong net load mutual fund sales and market appreciation. Investment advisory and services fees from other affiliated clients, primarily the General Accounts, increased by $4.0 million or 12.2% due to an increase in performance fees of

$2.5 million and higher average assets under management. Investment advisory and services fees from institutional clients increased by $8.5 million or 6.2% primarily due to market appreciation and an increase of $3.9 million in performance fees. Aggregate performance fees were $16.7 million in 1993, an increase of 62.4%, due principally to realized capital gains in certain leveraged buy out and high yield bond portfolios.

Distribution plan fees increased by $12.3 million or 13.2% due to substantially higher average load mutual fund and cash management asset levels. Shareholder servicing and administration fees increased by $4.8 million or 17.2% due principally to an increase in the number of shareholder accounts serviced by AFS. Commission income increased by $.9 million or 19.0% as a result of the launching of Alliance World Dollar Government Fund II, a closed-end mutual fund, for which the Partnership earned $2.5 million in commissions. Interest, dividends and other income decreased by $.7 million or 11.6% as a result of a decrease in securities lending income.

Expenses for 1993 were $419.4 million, an increase of $40.8 million or 10.8% over 1992. The increase was principally due to nonrecurring transaction expenses of $40.8 million incurred in connection with the acquisition of ECMC, including $15.4 million of noncash charges. Employee compensation and benefits, which represent approximately 39% of total expenses before nonrecurring transaction expenses, decreased $4.3 million or 2.8% for the year, principally due to the decrease in base compensation of $9.1 million for the year as a result of restructuring charges incurred by ECMC in 1992 and ECMC staff reductions in 1993 made in connection with the acquisition. The decrease was offset by an increase of $4.1 million in incentive compensation resulting from increased operating earnings and an increase of $2.9 million in commissions as a result of higher load mutual fund sales.

General and administrative expenses, which account for approximately 17% of total expenses before nonrecurring transaction expenses, decreased by $14.7 million or 18.2%. The decrease was primarily the result of an $8.1 million decrease in professional fees due to a general reduction in consulting and legal services. Occupancy costs decreased by $2.6 million as a result of the elimination of certain office space formerly leased by ECMC and a renegotiated lease agreement. Other general and administrative expenses decreased by $3.9 million principally as a result of the termination of the ELAS management fee effective with the acquisition of ECMC.

Interest expense increased by $.8 million or 8.3% due to higher average debt levels in 1993.

Promotion and servicing expense, which includes distribution plan payments to financial intermediaries for distribution of the Partnership's mutual fund and cash management services products, amortization of deferred sales commissions paid to brokers for the sale of Class B Shares under the System, advertising, promotional materials and travel and entertainment, increased by $18.1 million or 14.0%. Distribution plan payments increased $12.9 million as a result of higher load mutual fund and cash management asset levels. Amortization of deferred sales commissions increased by $3.7 million due to increasing sales of Class B Shares under the System. Promotional expenditures increased by $1.5 million in support of higher load mutual fund sales and the expansion of the System.

The 1993 provision for income taxes was $11.5 million compared to a benefit of $0.1 million in the prior year. These amounts include the income tax expense (benefit) resulting from ECMC's operations prior to the acquisition at the historical effective tax rate of approximately 46%. ECMC incurred a $7.4 million loss in 1992 for which an income tax benefit was recorded at 46%. This benefit offset the income tax provision of the Partnership, which is not subject to Federal, state or local income taxes except for the New York City unincorporated business tax.

1992 Compared to 1991

Assets under management by the Partnership at December 31, 1992 were approximately $98.7 billion, an increase of $.8 billion or .7% from December 31, 1991 due principally to market appreciation of assets during 1992 of $3.7 billion and net cash inflows from other affiliated clients of $.7 billion, offset partially by net cash outflows from institutional clients of $3.8 billion. The Partnership's load mutual fund assets, excluding market appreciation, increased only $0.1 million as assets gained from sales to both new and existing accounts were offset by account redemptions.

Revenues for 1992 were $453.3 million, an increase of $40.7 million or 9.9% over 1991 primarily as a result of increases in investment advisory fees of $17.8 million and distribution plan fees of $23.0 million. Investment advisory and services fees from Alliance mutual funds and from institutional clients increased by $21.6 million and $4.3 million or 16.7% and 3.2%, respectively. Growth in investment advisory fees from Alliance mutual funds and from institutional clients exceeded the growth in assets under management because the Partnership's fees are determined based on average assets under management. Consequently, the full impact of the substantial growth in assets under management that occurred during 1991 was not reflected in investment advisory fees until 1992. The increase in institutional client fees was offset by a $5.0 million decline in performance fees from 1991. Investment advisory and services fees from other affiliated clients decreased by $8.1 million or 19.6% due primarily to declines in performance fees of $4.6 million and in base fee revenues from the General Accounts of approximately $3.5 million due to lower average assets under management and a change in asset mix from higher to lower base fee type assets.

Distribution plan fees increased by $23.0 million or 32.8% due to substantially higher average load mutual fund assets under management, primarily Alliance Short-Term Multi-

Market Trust and other fixed income funds, and higher cash management asset levels. Shareholder servicing and administration fees increased $3.0 million or 12.0% as the result of an increase in the number of shareholder accounts serviced by AFS. Commission income decreased by $2.6 million or 35.7% as a result of a decrease in the level of sales of load mutual funds and other products from the prior year. Interest, dividends and other income decreased by $.5 million or 8.5% due principally to lower average interest rates earned on investments.

Expenses for 1992 were $378.6 million, an increase of $48.5 million or 14.7% over 1991. Employee compensation and benefits, which represent approximately 40% of total expenses, increased $19.2 million or 14.4% for the year, principally due to salary increases, a net increase in employees, severance and retention pay of $5.0 million in 1992 related to ECMC's cost reduction program and an increase in incentive compensation of $4.5 million. ECMC's incentive compensation was supplemented in 1992 and 1991 by approximately $10.2 million and $1.0 million, respectively, over amounts not otherwise payable under its incentive compensation plan in order to retain quality professionals. The increase in employee compensation and benefits was offset partially by a $2.7 million reduction in the amortization of the discount on Units sold to employees in 1988 as a result of the vesting of a portion of those Units.

General and administrative expenses, which account for approximately 21% of total expenses, increased by $3.8 million or 4.9%. The increase was primarily due to increased occupancy costs and related expenses resulting from additional office space leased during the latter part of 1991 at the Partnership's New York headquarters and in London to accommodate the Partnership's growth. This increase was partially offset by a decline in professional fees due to the cost reduction program implemented by ECMC during 1992.

Interest expense increased by $2.6 million or 37.9% as a result of additional debt incurred principally to finance the Partnership's mutual fund distribution activities and for working capital purposes.

Promotion and servicing expense increased by $22.9 million or 21.6% due principally to increased amortization of deferred sales commissions of $11.9 million resulting from continuing sales of Class B Shares under the System, higher average cash management and load mutual fund assets resulting in higher distribution plan payments of $5.5 million made to financial intermediaries and an increase of $5.5 million in travel and entertainment and promotional expenses attributable to increased institutional and mutual fund marketing activities.

The 1992 income tax benefit was $0.1 million compared to income tax expense of $11.4 million in the prior year. These amounts include the income tax expenses (benefit) resulting from ECMC's operations at the historical effective tax rate of approximately 46%. ECMC incurred a $7.4 million loss in 1992 for which an income tax benefit of $4.6 million was recorded. This benefit offset the income tax expense incurred by the Partnership, which is not subject to Federal, state or local income taxes except for the New York City unincorporated business tax.

Capital Resources and Liquidity

Cash flow from operations and proceeds from the sale of Units were the Partnership's principal sources of working capital in 1993. In connection with the acquisition of ECMC, the Partnership sold 2,380,952 newly issued Units to ACMC, Inc. a wholly-owned subsidiary of Equitable, for $50 million in cash to provide for working capital and other needs.

During 1993 the Partnership expanded its load mutual fund distribution system (the "System") to include a third distribution option. The System permits the load mutual funds managed by the Partnership to offer investors the option of purchasing shares (a) subject to a conventional front-end sales charge ("Class A Shares") (b) without a front-end sales charge but subject to a contingent deferred sales charge payable by shareholders ("CDSC") and higher distribution fees and transfer agent costs payable by the funds ("Class B Shares") or (c) without either a front-end sales charge or the CDSC but with higher distribution fees payable by the funds ("Class C Shares"). If a shareholder purchases Class A Shares, AFD compensates the financial intermediary distributing the fund from the front-end sales charge paid by the shareholder at the time of each sale. If a shareholder purchases Class B Shares, AFD does not collect a front-end sales charge even though it is obligated to compensate the financial intermediary at the time of sale. Payments made to financial intermediaries in connection with the sale of Class B Shares under the System, net of CDSC received, totaled approximately $75.3 million and $30.9 million during 1993 and 1992, respectively. Management of the Partnership believes AFD will recover the payments made to financial intermediaries from the higher distribution fees and CDSC it receives under the Class B Shares over periods not exceeding 5 1/2 years. If a shareholder purchases Class C Shares, AFD does not collect a front-end sales charge or CDSC and does not compensate the financial intermediary at the time of sale but the entire amount of the distribution fees received by AFD applicable to Class C Shares is paid to the financial intermediary.

The Partnership's cash and cash equivalents increased by $19.5 million during 1993. Net cash flow from operations of $6.4 million, after cash distributions to Unitholders of $87.8 million, and proceeds from the sale of new Units of $55.6 million were offset partially by the $20.0 million repayment of debt and a net increase in investments in Alliance mutual funds of $17.0 million.

The Partnership's senior notes aggregated $105 million at December 31, 1993, after its first principal payment of $20 million made in December 1993. The next principal payment of $20 million is due during December 1994.

The Partnership's capital commitments consist primarily of office space, furniture and equipment leases. The Partnership plans to continue to consolidate ECMC's operations with its own, which will require the leasing of additional office space at its New York headquarters for estimated annual rental payments of approximately $2.1 million, net of anticipated sub-lease rental income, beginning in mid 1995. Leasehold improvements, furniture and equipment for the additional office space, along with general business growth, are estimated to cost approximately $26 million, all of which will be incurred during 1994.

On March 7, 1994 the Partnership completed the acquisition of the businesses and substantially all of the assets of Shields Asset Management, Incorporated ("Shields") and its wholly-owned subsidiary, Regent Investor Services Incorporated ("Regent"), for a purchase price of $70 million in cash. In addition, the Partnership issued new Units with a value of approximately $15.2 million to key employees of Shields and Regent in exchange for their entering into long-term employment contracts with the Partnership. The Partnership financed the purchase with a new $100 million revolving credit facility established during February 1994 with a group of banks.

As a result of the substantial growth in the Partnership's business and increased sales levels of Class B Shares under the System, the Partnership will require additional capital. Various alternatives for increasing the Partnership's capital base, including the issuance of new Units for cash and the issuance of additional debt, are being evaluated by management. Management of the Partnership believes that funds generated from operations, additional debt and the issuance of new Units will provide the Partnership with a capital base sufficient to support its future capital and liquidity requirements.

The Partnership does not believe that inflation or changing prices have had a material impact on its revenues or net income.

Changes in Accounting Principles

On January 1, 1993, the Partnership adopted Statement of Financial Accounting Standards No. 109 (SFAS 109) "Accounting for Income Taxes". As more fully discussed in Note 10 to the consolidated financial statements, the cumulative effect of the accounting change was a one-time deferred income tax benefit of $.9 million or $.01 per unit, net of a valuation allowance of $8.1 million or $.14 per unit.

Cash Distributions

The Partnership is required to distribute all of its Available Cash Flow, as defined in the Partnership Agreement, to the General Partner and Unitholders. Cash distributions paid for the years ended December 31, 1993, 1992, and 1991 aggregated $1.50, $1.285 and $1.06 per Unit, respectively.

Consolidated Statements of Financial Condition

At December 31 (in thousands)

	1993	1992
Assets		
Cash and cash equivalents	$ 96,315	$ 76,787
Fees receivable:		
Alliance mutual funds	29,594	25,525
Other affiliated clients	17,262	15,547
Institutional clients	40,685	33,996
Receivable from brokers and dealers for sale of shares of Alliance mutual funds	103,921	25,542
Other receivables	4,894	7,270
Investments in Alliance mutual funds	56,552	39,592
Other investments	4,966	7,459
Furniture, equipment and leasehold improvements, net	28,767	32,658
Intangible assets, net	30,707	37,705
Deferred sales commissions, net	140,558	101,495
Prepaid expenses and other assets	7,066	12,275
Total assets	$561,287	$415,851
Liabilities and Partners' Capital		
Liabilities:		
Accounts payable and accrued expenses	$ 56,526	$ 44,523
Payable to Alliance mutual funds for share purchases	145,684	35,689
Accrued expenses under employee benefit plans	35,597	32,776
Debt	109,435	142,237
Total liabilities	347,242	255,225
Partners' Capital:		
General Partner	2,355	1,812
Limited partners; 72,186,000 and 69,337,448 Units issued and outstanding, including Class A Limited Partnership Interest, respectively	233,125	179,398
	235,480	181,210
Less:Capital contributions receivable from General Partner	21,323	19,746
Deferred compensation expense	112	838
Total partners' capital	214,045	160,626
Total liabilities and partners' capital	$561,287	$415,851

See accompanying notes to consolidated financial statements.

Consolidated Statements of Income

For the Years Ended December 31
(in thousands, except per Unit amounts)

	1993	1992	1991
Revenues:			
Investment advisory and services fees:			
Alliance mutual funds	$167,043	$150,660	$129,071
Other affiliated clients	37,212	33,180	41,268
Institutional clients	146,509	138,006	133,706
Distribution plan fees from Alliance mutual funds	105,260	92,985	70,013
Shareholder servicing and administration fees	32,932	28,099	25,090
Commission income	5,524	4,643	7,222
Interest, dividends and other income	5,037	5,698	6,230
	499,517	453,271	412,600
Expenses:			
Employee compensation and benefits	148,128	152,397	133,235
General and administrative	65,978	80,637	76,884
Interest	10,251	9,466	6,864
Promotion and servicing:			
Distribution payments to financial intermediaries:			
Affiliated	13,722	10,755	8,761
Unaffiliated	65,445	55,526	52,024
Amortization of deferred sales commissions	36,237	32,495	20,613
Other	31,813	30,322	24,808
Amortization of intangible assets	6,975	6,993	6,893
Nonrecurring transaction expenses	40,842	--	--
	419,391	378,591	330,082
Income before income taxes (benefit) and cumulative effect of accounting change	80,126	74,680	82,518
Income taxes (benefit)	11,466	(100)	11,355
Income before cumulative effect of accounting change	68,660	74,780	71,163
Cumulative effect of change in accounting for income taxes	900	--	--
Net income	$ 69,560	$ 74,780	$ 71,163
Earnings per Unit:			
Income before cumulative effect of accounting change	$0.95	$1.05	$1.01
Cumulative effect of change in accounting for income taxes	0.01	--	--
Net income per Unit	$0.96	$1.05	$1.01
Weighted average Units outstanding	72,085	70,244	69,622

See accompanying notes to consolidated financial statements.

Consolidated Statements of Changes in Partners' Capital

For the Years Ended December 31 (in thousands)

	General Partner's Capital	Limited Partners' Capital	Capital Contributions Receivable	Deferred Compensation Expense	Total Partners' Capital
Balance at December 31, 1990	$1,637	$162,252	$(16,009)	$(8,015)	$139,865
Net income	712	70,451			71,163
Cash distributions to partners ($1.01 per unit)	(573)	(56,691)			(57,264)
Dividends paid to EIC	(47)	(4,681)			(4,728)
Amortization of deferred compensation expense				4,947	4,947
Capital contribution received from General Partner			421		421
Compensation plan accrual	22	2,133	(2,155)		--
Unit options exercised	20	2,015			2,035
Foreign currency translation adjustment		(20)			(20)
Balance at December 31, 1991	1,771	175,459	(17,743)	(3,068)	156,419
Net income	748	74,032			74,780
Cash distributions to partners ($1.255 per Unit)	(716)	(70,885)			(71,601)
Dividends paid to EIC	(46)	(4,599)			(4,645)
Amortization of deferred compensation expense				2,230	2,230
Capital contribution received from General Partner			483		483
Compensation plan accrual	25	2,461	(2,486)		--
Unit options exercised	38	3,748			3,786
Foreign currency translation adjustment	(8)	(818)			(826)
Balance at December 31, 1992	1,812	179,398	(19,746)	(838)	160,626
Net income	696	68,864			69,560
Cash distributions to partners ($1.42 per Unit)	(878)	(86,914)			(87,792)
Amortization of deferred compensation expense				726	726
Capital contribution received from General Partner			666		666
Compensation plan accrual	22	2,221	(2,243)		--
Unit options exercised	44	4,320			4,364
Proceeds from sale of Units to Equitable	500	49,500			50,000
Sale of Units to employees	128	12,712			12,840
Excess of liabilities not assumed over assets not acquired from ECMC	26	2,502			2,528
Foreign currency translation adjustment	5	522			527
Balance at December 31, 1993	$2,355	$233,125	$(21,323)	$ (112)	$214,045

See accompanying notes to consolidated financial statements.

Consolidated Statements of Cash Flows

For the Years Ended December 31 (in thousands)

	1993	1992	1991
Cash flows from operating activities:			
Net income	$69,560	$74,780	$71,163
Adjustments to reconcile net income to net cash provided from operating activities:			
Amortization and depreciation	50,503	46,418	33,014
Deferred compensation expense	2,969	4,716	7,102
Nonrecurring transaction expenses	15,442	--	--
Cumulative effect of change in accounting for income taxes	(900)	--	--
Other, net	(1,132)	137	(66)
Changes in assets and liabilities:			
(Increase) in fees receivable from Alliance mutual funds	(4,069)	(3,320)	(4,425)
(Increase) decrease in fees receivable from other affiliated clients	(6,330)	2,773	88
(Increase) in fees receivable from institutional clients	(6,689)	(238)	(10,149)
(Increase) decrease in receivable from brokers and dealers for sale of shares of Alliance mutual funds	(78,379)	38,818	(31,180)
(Increase) decrease in other receivables	(9,362)	3,620	4,552
(Increase) in deferred sales commissions	(75,300)	(30,913)	(71,677)
(Increase) decrease in prepaid expenses and other assets	1,614	(3,354)	689
Increase (decrease) in accounts payable and accrued expenses	24,093	(6,128)	14,413
Increase (decrease) in payable to Alliance mutual funds for share purchases	109,995	(57,989)	29,714
Increase (decrease) in accrued expenses under employee benefit plans, less deferred compensation	2,136	(13,270)	15,739
Net cash provided from operating activities	94,151	56,050	58,977
Cash flows from investing activities:			
Purchase of Alliance mutual funds	(57,562)	(54,568)	(64,123)
Proceeds from sale of Alliance mutual funds	40,602	49,679	50,742
(Increase) decrease in other investments	929	3,431	(1,023)
Purchase of business, net of cash acquired	--	--	(1,573)
Additions to furniture, equipment and leasehold improvements	(7,323)	(9,941)	(6,958)
Net cash used in investing activities	(23,354)	(11,399)	(22,935)
Cash flows from financing activities:			
Proceeds from issuance of debt	20	137,297	34,040
Repayment of debt	(20,223)	(100,423)	(345)
Distributions to partners	(87,792)	(71,601)	(57,264)
Dividends paid to EIC	--	(4,645)	(4,728)
Proceeds from sale of Units to employees and Equitable	51,284	--	--
Capital contribution received from General Partner	666	483	421
Unit options exercised	4,364	3,786	2,035
Net cash used in financing activities	(51,681)	(35,103)	(25,841)
Effect of exchange rate changes on cash and cash equivalents	412	(525)	(20)
Net increase in cash and cash equivalents	19,528	9,023	10,181
Cash and cash equivalents at beginning of period	76,787	67,764	57,583
Cash and cash equivalents at end of period	$96,315	$76,787	$67,764

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

1. Organization

Alliance Capital Management L.P. (the "Partnership") is a registered investment adviser under the Investment Advisers Act of 1940. ACMC, Inc. ("ACMC") was the Partnership's general partner until December 1991, at which time it transferred the general partnership interest in the Partnership to Alliance Capital Management Corporation ("Alliance"). Alliance and ACMC (referred to as "General Partner" for the period each served as general partner) are indirect wholly-owned subsidiaries of The Equitable Companies Incorporated ("Equitable").

On July 22, 1993, the Partnership acquired the business and substantially all of the assets of Equitable Capital Management Corporation ("ECMC"), a wholly-owned subsidiary of Equitable Investment Corporation ("EIC"), in exchange for 11.8 million newly issued units representing assignments of beneficial ownership of limited partnership interests ("Units"), and a newly created Class A Limited Partnership Interest convertible initially into 100,000 Units. EIC is an indirect wholly-owned subsidiary of Equitable. Up to $25 million in additional Units may be issued under the Class A Limited Partnership Interest to reflect the receipt by the Partnership of certain performance fees through March 1998. The Partnership also sold 2,380,952 newly issued Units to ACMC for $50 million in cash to provide for working capital and other needs. The acquisition was accounted for in a manner similar to the pooling of interests method. Accordingly, all consolidated financial information for the periods presented have been restated to include the results of operations of ECMC.

Assets and liabilities of ECMC acquired or assumed by the Partnership aggregated (unaudited) $43,049,000 and $17,073,000, respectively. The aggregate revenues and net income (loss) of ECMC included in the Partnership's 1993, 1992 and 1991 results of operations are as follows (in thousands):

Revenues

	Period From January 1, 1993 to July 22, 1993 (unaudited)	Years Ended December 31, 1992	1991
Partnership	$ 201,342	$350,610	$297,667
ECMC	50,708	102,661	114,933
	$ 252,050	$453,271	$412,600

Net Income (Loss)

	Period From January 1, 1993 to July 22, 1993 (unaudited)	Years Ended December 31, 1992	1991
Partnership	$ 17,457	$77,635	$62,310
ECMC	(5,064)	(2,855)	8,853
	$ 12,393	$74,780	$71,163

At December 31, 1993, Alliance owned a 1% general partnership interest, ACMC owned 33,471,500 Units and ECMC owned 11,800,000 Units and the Class A Limited Partnership Interest convertible into 100,000 Units.

Alliance Fund Distributors, Inc. ("AFD"), a wholly-owned subsidiary of the Partnership, serves as distributor and/or underwriter for the registered investment companies managed by the Partnership ("Alliance mutual funds"). AFD is registered as a broker-dealer under the Securities Exchange Act of 1934 and is subject to the minimum net capital requirements imposed by the Securities and Exchange Commission. AFD's net capital at December 31, 1993 was $5,865,000, which was $1,311,000 in excess of its required net capital of $4,554,000. Alliance Fund Services, Inc. ("AFS"), also a wholly-owned subsidiary of the Partnership, provides accounting and shareholder servicing assistance to the Alliance mutual funds. AFS is registered as a transfer agent under the Securities Exchange Act of 1934. Alliance Corporate Finance Group Incorporated ("ACFG"), a wholly-owned subsidiary of the Partnership, is a registered investment adviser under the Investment Advisers Act of 1940 and also serves as the general partner for certain investment partnerships it sponsors.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the Partnership and its majority-owned subsidiaries. The equity method of accounting is used for unconsolidated subsidiaries in which the Partnership's ownership interests range from 20 to 50 percent and the Partnership exercises significant influence over operating and financial policies. All significant intercompany transactions and balances among the consolidated entities have been eliminated.

Cash and Cash Equivalents

Highly liquid debt instruments with a maturity of three months or less are considered to be cash equivalents.

Investments in Alliance Mutual Funds

Investments in Alliance mutual funds are valued at cost, which approximates fair value at December 31, 1993 and 1992.

Furniture, Equipment and Leasehold Improvements

Furniture, equipment and leasehold improvements are stated at cost, less accumulated depreciation and amortization. Depreciation is provided on a straight line basis over the estimated useful lives of eight years for furniture and three to six years for equipment. Leasehold improvements are amortized on a straight line basis over the lesser of their estimated useful lives or the terms of the related leases.

Intangible Assets

Intangible assets, consisting principally of client files and goodwill, are being amortized on a straight line basis over their estimated useful lives ranging from twelve to forty years.

Deferred Sales Commissions

Sales commissions paid to financial intermediaries in connection with the sale of shares of Alliance mutual funds sold without a front-end sales charge are capitalized and amortized over periods not exceeding five and one-half years, which approximate the periods of time during which deferred sales commissions are expected to be recovered from distribution plan payments received from the Alliance mutual funds and contingent deferred sales charges received from shareholders of the Alliance mutual funds upon the redemption of their shares. Contingent deferred sales charges reduce unamortized deferred sales commissions when received.

Revenue Recognition and Mutual Fund Underwriting Activities

Investment advisory and services fees are recorded as revenue as the related services are performed. Purchases and sales of shares of Alliance mutual funds in connection with the underwriting activities of AFD, including related commission income, are recorded on the trade date. Receivables from brokers and dealers for sale of shares of Alliance mutual funds are generally realized within five business days from trade date, in conjunction with the settlement of the related payables to Alliance mutual funds for share purchases.

Foreign Currency Translation

Net foreign currency gains and losses resulting from the translation of assets and liabilities of foreign operations into United States dollars are accumulated in partners' capital. Net foreign currency gains and losses for the three year period ended December 31, 1993 were not material.

Unit and Per Unit Data

Unit and per Unit amounts for all periods presented reflect a two-for-one Unit split effective February 22, 1993.

Cash Distribution to Partners

The Partnership is required to distribute all of its Available Cash Flow, as defined in the Partnership Agreement, to the General Partner and Unitholders. Distributions do not include Available Cash Flow resulting from the operations of ECMC through July 22, 1993, the date of the acquisition.

3. Net Income Per Unit

Net income per Unit is derived by reducing net income for each period by 1% for the general partnership interest held by the General Partner and dividing the remaining 99% by the weighted average number of Units, Class A Limited Partnership Interest and Unit equivalents outstanding during each period.

4. Other Receivables

Other receivables at December 31, 1992 included an allowed claim of $6,290,000 filed in the reorganization of Mortgage and Realty Trust ("MRT") with a recorded value of $4,299,000. The Partnership purchased $8,700,000 principal amount of MRT commercial paper from an Alliance mutual fund in 1990. MRT subsequently filed a petition for reorganization under Chapter 11 of the Federal Bankruptcy Code which was approved during February 1991. During 1993, the Partnership sold its claim against MRT for cash approximating the recorded value of the claim.

5. Furniture, Equipment and Leasehold Improvements

Furniture, equipment and leasehold improvements are comprised of the following at December 31, 1993 and 1992 (in thousands):

	1993	1992
Furniture and equipment	$20,884	$17,044
Leasehold improvements	25,818	32,466
	46,702	49,510
Less: Accumulated depreciation and amortization	17,935	16,852
Furniture, equipment and leasehold improvements, net	$28,767	$32,658

6. Debt

Debt includes senior notes outstanding aggregating $105,000,000 and $125,000,000 at December 31, 1993 and 1992, respectively. The Partnership made its first principal payment of $20,000,000 during 1993. The senior notes consist of two series: Series A aggregating $80,000,000 with principal payments of $20,000,000, $25,000,000, $10,000,000 and $25,000,000 due on December 30 of each of the years 1994 through 1997, respectively; and Series B in the amount of $25,000,000 payable on September 30, 1996. Interest on the Series A and Series B senior notes is payable semi-annually at annual rates of 7.0% and 7.35%, respectively. The estimated aggregate fair value of the senior notes at December 31, 1993, calculated by discounting scheduled cash outflows for principal and interest payments using interest rates currently available for debt with similar terms and remaining maturities, is approximately $109,000,000. The senior note agreements contain covenants which require the Partnership, among other things, to meet certain financial ratios and to maintain minimum tangible partners' capital.

Debt also includes promissory notes issued to certain investment partnerships for which ACFG serves as general partner with aggregate outstanding principal amounts of $4,110,000 and $4,704,000 at December 31, 1993 and 1992, respectively. The principal amounts of the notes will be reduced proportionately as partners receive return of capital distributions from the investment partnerships.

Debt at December 31, 1992 included a $12,000,000 promissory note payable by ECMC to a subsidiary of Equitable. The note bears interest at the one-month London Interbank Offered Rate plus 3% (6.31% at December 31, 1992). The Partnership did not assume the note.

7. Commitments

The Partnership and its subsidiaries lease office space, furniture and office equipment under various operating leases. The minimum commitments under the leases at December 31, 1993 aggregated $162,661,000 and are payable as follows: $11,868,000, $12,215,000, $13,724,000, $11,469,000 and $11,645,000 for the years 1994 through 1998, respectively, and a total of $101,740,000 for the remaining years through 2009. Office leases contain escalation clauses that provide for the pass through of increases in operating expenses and real estate taxes. Rent expense for the years ended December 31, 1993, 1992 and 1991 was $21,224,000, $23,609,000 and $22,278,000, respectively.

8. Employee Benefit Plans

The Partnership and its subsidiaries maintain qualified and nonqualified employee benefit and incentive compensation plans. Except as indicated, the aggregate amount available for annual employee bonuses and contributions to the various employee benefit plans discussed below is based on a percentage of the consolidated operating profits of the Partnership and its subsidiaries. Aggregate incentive compensation paid by ECMC for 1992 and 1991 was supplemented by amounts not otherwise payable under its incentive compensation pool.

The Partnership maintains qualified profit sharing plans covering substantially all U.S. and certain foreign employees. The amount of the annual contributions to the plans is determined by a committee of the Board of Directors of the General Partner. Contributions are limited to the maximum amount deductible for Federal income tax purposes, generally 15% of the total annual compensation of eligible participants. Aggregate contributions for 1993, 1992 and 1991 were $5,128,000, $5,355,000 and $4,441,000, respectively.

The Partnership maintains a qualified noncontributory defined benefit retirement plan covering substantially all U.S. employees and certain foreign employees. Benefits are based on years of credited service, average final base salary and primary Social Security benefits. The Partnership's funding policy is to contribute annually the maximum amount that can be deducted for Federal income tax purposes. Plan assets are comprised principally of corporate equity securities, U.S. Treasury securities and shares of Alliance mutual funds.

The following table presents the retirement plan's funded status and amounts recognized in the Partnership's consolidated statements of financial condition at December 31, 1993 and 1992 (in thousands):

	1993	1992
Actuarial present value of benefit obligations:		
Accumulated vested benefit obligation	$ (7,912)	$ (5,604)
Accumulated unvested benefit obligation	$ (548)	$ (368)
Projected benefit obligation for service rendered to date	$(15,608)	$(11,303)
Plan assets at fair value	15,293	13,189
Plan assets (less than) in excess of projected benefit obligation	(315)	1,886
Unrecognized net (gain) loss from past experience different from that assumed and effects of changes in assumptions	812	(426)
Prior service cost not yet recognized in net periodic pension cost	(137)	(155)
Unrecognized net plan assets at January 1, 1987 being recognized over 26.3 years	(2,765)	(2,907)
Accrued pension expense included in accrued expenses under employee benefit plans	$ (2,405)	$ (1,602)

The net pension charge for the years ended December 31, 1993, 1992 and 1991 was comprised of (in thousands):

	1993	1992	1991
Service cost	$ 1,387	$ 1,134	$ 845
Interest cost on projected benefit obligations	890	799	582
Actual return on plan assets	(2,192)	(1,150)	(2,743)
Net amortization and deferral	718	(160)	1,693
Net pension charge	$ 803	$ 623	$ 377

The actuarial computations at December 31, 1993, 1992 and 1991 were made utilizing the following assumptions:

	1993	1992	1991
Discount rate on benefit obligations	7.5%	8.5%	8.5%
Expected long-term rate of return on plan assets	10.0%	9.5%	9.5%
Annual salary increases	5.5%	6.0%	6.0%

Variances between assumptions and actual experience are amortized over the estimated average remaining service lives of employees in the retirement plan.

The Partnership maintains a nonqualified unfunded deferred compensation plan known as the Capital Accumulation Plan and assumed obligations under contractual unfunded deferred compensation arrangements covering certain executives which are not funded from the incentive compensation pool. The Capital Accumulation Plan was frozen on December 31, 1987 and no additional awards have been made. The Board of Directors of the General Partner may terminate the Capital Accumulation Plan at any time without cause. Should the Capital Accumulation Plan be terminated, the Partnership's liability would be limited to benefits that have vested. Benefits due eligible executives under the contractual unfunded deferred compensation arrangements vested on or before December 31, 1987. Payment of vested benefits under both the Capital Accumulation Plan and the contractual unfunded deferred compensation arrangements will generally be made over a ten year period commencing at retirement age. ACMC is required to make capital contributions to the Partnership in amounts equal to all benefits paid under the Capital Accumulation Plan and the contractual unfunded deferred compensation arrangements. The amounts included in employee compensation and benefits expense for the Capital Accumulation Plan and the contractual unfunded deferred compensation arrangements for the years ended December 31, 1993, 1992 and 1991 were $2,243,000, $2,486,000 and $2,155,000, respectively.

During 1988, certain employees entered into employment agreements with the Partnership and acquired from ACMC an aggregate of 10,181,818 Units at either 10% or 20% of the initial public offering price. Accordingly, the Partnership recorded deferred compensation expense and a corresponding increase in partners' capital in the amount of the aggregate discount. The Units vest over periods of employment ranging from two to six years through April 21, 1994 and the aggregate discount is being amortized as employee compensation expense ratably over the applicable vesting periods. Amortization of $726,000, $2,230,000 and $4,947,000 was recorded for the years ended December 31, 1993, 1992 and 1991, respectively.

In connection with the acquisition of ECMC during 1993, the Partnership adopted the Retention Unit Bonus Plan under which certain former officers and key employees of ECMC, who became employees of the Partnership or its subsidiaries, purchased an aggregate of 600,000 Units at a per Unit price approximating 10% of each Unit's fair market value. During 1993, the Partnership recorded nonrecurring transaction expense and a corresponding increase in partners' capital of $11,556,000, the amount of the aggregate discount.

The Partnership maintains a Unit Option Plan under which options to purchase up to an aggregate of 4,923,076 Units may be granted to certain key employees. A committee of the Board of Directors of the General Partner administers the plan and determines the grantees and the number of options to be granted. Options may be granted for terms of up to ten years and each option must have an exercise price of not less than the fair market value of the Units on the date of grant. Options are exercisable at a rate of 20% of the Units subject to options on each of the first five anniversary dates of the date of grant.

The following table summarizes the activity in options under the Unit Option Plan:

	Units	Exercise Price Per Unit
Outstanding at January 1, 1991	2,254,400	$ 6.0625 -$ 7.3125
Granted	1,063,000	$ 13.25 -$ 14.375
Exercised	(322,800)	$ 6.0625 -$ 7.3125
Forfeited	(69,600)	$ 6.0625 -$ 7.3125
Outstanding at December 31, 1991	2,925,000	$ 6.0625 -$ 14.375
Granted	1,234,000	$15.9375 -$16.3125
Exercised	(539,600)	$ 6.0625 -$ 13.25
Forfeited	(112,800)	$ 6.0625 -$ 13.25
Outstanding at December 31, 1992	3,506,600	$ 6.0625 -$16.3125
Granted	240,000	$ 21.25 -$ 21.375
Exercised	(467,600)	$ 6.0625 -$16.3125
Forfeited	(45,600)	$ 6.0625 -$15.9375
Outstanding at December 31, 1993	3,233,400	$ 6.0625 -$ 21.375
Exercisable at December 31, 1993	690,600	
Available for grant at December 31, 1993	355,076	

The 1993 Unit Option Plan, the Unit Bonus Plan and the Century Club Plan (together the "New Plans") were established by the Partnership during 1993. Committees of the Board of Directors of the General Partner administer the New Plans and determine the recipients of grants and awards. Under the 1993 Unit Option Plan, options to purchase Units may be granted to key employees for terms of up to ten years. Each option must have an exercise price of not less than the fair market value of the Units on the date of grant. Options are exercisable at a rate of 20% of the Units subject to options on each of the first five anniversary dates of the date of grant. Under the Unit Bonus Plan, Units may be awarded to key employees in lieu of all or a portion of the cash bonuses they would otherwise receive under the Partnership's incentive compensation program. Under the Century Club Plan, employees whose primary responsibilities are to assist in the distribution of Alliance mutual funds are eligible to receive an award of Units. The aggregate number of Units that can be the subject of options granted or that can be awarded under the New Plans may not exceed 3,200,000 Units. In addition, no more than 800,000 Units in the aggregate may be granted or awarded under the New Plans in any of the first four years of the New Plans' operations. As of December 31, 1993, no options have been granted or Units have been awarded under the New Plans.

9. Income Taxes

The Partnership is a publicly traded partnership for Federal income tax purposes and, accordingly, is not currently subject to Federal and state income taxes but is subject to the New York City unincorporated business tax ("UBT"). Current law generally provides that certain publicly traded partnerships, including the Partnership, will be taxable as a corporation beginning in 1998.

Domestic corporate subsidiaries of the Partnership, which are subject to Federal, state and local income taxes, file a consolidated Federal income tax return and separate state and local income tax returns. Foreign corporate subsidiaries are generally subject to taxes in the foreign jurisdictions where they are located.

ECMC is included in the Federal income tax return of Equitable and, prior to the acquisition, a Federal income tax equivalent provision (benefit) was computed on a separate return basis. In addition, ECMC filed separate state and local income tax returns.

The Partnership adopted Statement of Financial Accounting Standards No. 109 ("SFAS 109") effective January 1, 1993. Under SFAS 109, the deferred tax provision is determined under the liability method. The cumulative effect to January 1, 1993 of the accounting change to SFAS 109 was a one-time deferred income tax benefit of $900,000 or $.01 per Unit, net of a valuation allowance of $8,100,000 or $.14 per Unit. The valuation allowance was established to reduce the recorded amount to an amount equal to the estimated income tax benefit receivable by the Partnership based on the current UBT tax rate of 4% and considers uncertainties surrounding the tax status of the Partnership beginning in 1998. The resulting deferred tax asset, which is included in prepaid expenses and other assets, results primarily from accrued deferred compensation obligations that are deductible for tax purposes when paid.

The provision for income taxes (benefit) consists of (in thousands):

	1993	1992	1991
Partnership	$ 5,301	$ 4,303	$ 2,900
Corporate subsidiaries:			
Federal	1,720	133	--
State, local and foreign	1,299	47	195
ECMC	3,146	(4,583)	8,260
	$11,466	$ (100)	$11,355

The principal reasons for the difference between the Partnership's effective tax rate and the UBT statutory tax rate of 4% are as follows:

	1993	1992	1991
UBT statutory rate	4.0%	4.0%	4.0%
Nondeductible Partnership expenses and UBT adjustments	2.7%	1.1%	.2%
Corporate subsidiaries' Federal and state income taxes	3.6%	.5%	.3%
Pre-acquisition ECMC income taxes (benefit)	4.0%	(5.6%)	9.3%
	14.3%	0.0%	13.8%

Notes to Consolidated Financial Statements

10. Related Party Transactions

The Partnership and its consolidated subsidiaries provide investment management, distribution and shareholder services to the Alliance mutual funds. Substantially all of the services rendered by the Partnership to the Alliance mutual funds are provided under contracts that set forth the services to be provided and the fees to be charged. These contracts are subject to annual review and approval by each of the Alliance mutual funds' boards of directors and, in certain circumstances, by the Alliance mutual funds' shareholders. Revenues for services provided to the Alliance mutual funds are as follows for the years ended December 31, 1993, 1992 and 1991 (in thousands):

	1993	1992	1991
Investment advisory and services fees	$167,043	$150,660	$129,071
Distribution plan fees	105,260	92,985	70,013
Shareholder servicing and administration fees	25,732	20,997	17,986

Alliance Short-Term Multi-Market Trust ("ASTMMT"), an Alliance mutual fund, accounted for approximately $45,003,000, $80,593,000 and $73,874,000 of the Partnership's total revenues for the years ended December 31, 1993, 1992 and 1991, respectively. Receivables from ASTMMT aggregated $1,608,000 and $2,506,000 at December 31, 1993 and 1992, respectively.

The Partnership also provides investment management services to Equitable and certain of its subsidiaries other than the Partnership ("Equitable Subsidiaries"). Certain Equitable Subsidiaries distribute Alliance mutual funds and cash management products and receive commissions and distribution payments. Sales of Alliance mutual funds through these Equitable Subsidiaries aggregated $522,440,000, $266,049,000 and $290,575,000 for the years ended December 31, 1993, 1992 and 1991, respectively. The Partnership and its employees are covered by various insurance policies maintained by Equitable Subsidiaries. In addition, the Partnership pays, and prior to the acquisition ECMC paid, fees for other services provided by Equitable Subsidiaries. Prior to the acquisition, ECMC reimbursed certain Equitable Subsidiaries for rent and the use of certain services and facilities. ECMC also paid Equitable for its Federal income tax equivalent. Aggregate amounts included in the consolidated financial statements for transactions with the Equitable Subsidiaries are as follows for the years ended December 31, 1993, 1992 and 1991 (in thousands):

Revenues	1993	1992	1991
Investment advisory and services fees	$37,212	$33,180	$41,268
Shareholder servicing and administration fees	6,987	6,891	6,552
Expenses:			
General and administrative	12,394	17,768	16,299
Distribution payments to financial intermediaries	13,722	10,755	8,761
Income taxes (benefit)	1,912	(2,989)	4,580

11. Supplemental Cash Flow Information

Cash payments for interest and income taxes were as follows for the years ended December 31, 1993, 1992 and 1991 (in thousands):

	1993	1992	1991
Interest	$10,183	$10,795	$ 6,877
Income taxes	7,538	5,513	7,682

12. Subsequent Events

On January 27, 1994, the Board of Directors of the General Partner declared a cash distribution of $29,895,000 or $.41 per Unit representing the Available Cash Flow (as defined in the Partnership Agreement) of the Partnership for the period October 1 through December 31, 1993. The distribution was paid on February 14, 1994 to holders of record on February 7, 1994.

On March 7, 1994, the Partnership completed the acquisition of the business and substantially all of the assets of Shields Asset Management, Incorporated ("Shields") and its wholly-owned subsidiary, Regent Investor Services Incorporated ("Regent"), from Xerox Financial Services, Inc. for a purchase price of $70 million in cash. In addition, the Partnership issued new Units to key employees of Shields and Regent having an aggregate value of approximately $15.2 million in connection with the employees entering into long-term employment agreements with the Partnership. The acquisition was accounted for under the purchase method.

Notes to Consolidated Financial Statements

13. Quarterly Financial Data (unaudited)

(in thousands, except per Unit data)

	Quarter Ended 1993			
	December 31	September 30	June 30	March 31
Revenues	$142,055	$129,853	$115,184	$112,425
Income (loss) before income taxes (benefit) and cumulative effect of accounting change	36,803	32,784	(6,630)	17,169
Net income (loss)	32,476	30,127	(9,638)	16,595
Net income (loss) per Unit	.44	.41	(.14)	.23
Cash distributions per Unit (1)	.41	.40	.35	.34
Unit prices (2):				
High	27-5/8	25-7/8	22-1/2	23-1/4
Low	21-3/4	20-1/4	18-3/8	16-3/4

	Quarter Ended 1992			
	December 31	September 30	June 30	March 31
Revenues	$112,970	$115,339	$106,432	$118,530
Income before income taxes and cumulative effect of accounting change	15,278	17,340	17,856	24,206
Net income	17,758	17,655	18,057	21,310
Net income per Unit	.25	.25	.25	.30
Cash distributions per Unit (1)	.33	.325	.32	.31
Unit prices (2):				
High	18-3/4	19-1/16	18-1/4	19-9/16
Low	15-1/16	14-7/16	14-3/4	15-13/16

(1) Declared and paid during the following quarter. Distributions do not include Available Cash Flow resulting from the operations of ECMC through July 22, 1993, the date of the acquisition.

(2) High and low sales prices are as reported by the New York Stock Exchange. The number of Unitholders of record at March 14, 1994 was approximately 1,461.

Independent Auditors' Report

The General Partner and Unitholders
Alliance Capital Management L.P.

We have audited the accompanying consolidated statements of financial condition of Alliance Capital Management L.P. and subsidiaries as of December 31, 1993 and 1992, and the related consolidated statements of income, changes in partners' capital, and cash flows for the years ended December 31, 1993, 1992 and 1991. These consolidated financial statements are the responsibility of the management of Alliance Capital Management Corporation, General Partner. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Alliance Capital Management L.P. and subsidiaries as of December 31, 1993 and 1992 and the results of their operations and their cash flows for the years ended December 31, 1993, 1992 and 1991 in conformity with generally accepted accounting principles.

New York, New York

January 27, 1994,
except for Note 12
which is as of
March 7, 1994

EXHIBIT 21.0

SUBSIDIARIES OF THE REGISTRANT

Alliance Capital Management
Corporation of Delaware
(Delaware)

Alliance Capital Global
Derivatives Corporation
(Delaware)

Alliance Capital Oceanic Corporation
(Delaware)

Alliance Capital Limited
(England)

Dimensional Asset Management Limited
(England)

Dimensional Trust Management Limited
(England)

Alliance Fund Services, Inc.
(Delaware)

Alliance Fund Distributors, Inc.
(Delaware)

Alliance International Fund Services S.A.
(Luxembourg)

Alliance Capital Management (Japan) Inc.
(Delaware)

Alliance Capital (Luxembourg) S.A.
(Luxembourg)

Alliance Corporate Finance Group Incorporated
(Delaware)

Alliance Capital Management Australia Pty. Ltd.
(Victoria, Australia)

Allliance Capital Management (Asia) Ltd.
(Delaware)

Alliance Capital Management Canada, Inc.
(British Columbia, Canada)

Alliance Capital Management (India) Ltd.
(Delaware)

Pastor Alliance Gestora de Fondos
de Pensiones, S.A.
(Spain)

Meiji - Alliance Capital Corporation
(Delaware)

Alliance Barra Research Institute Inc.
(Delaware)

Alliance Eastern Europe Inc.
(Delaware)

Alliance Capital Management (Turkey) Ltd.
(Delaware)

Exhibit 23.0

The Board of Directors
Alliance Capital Management Corporation

We consent to incorporation by reference in Form 10-K of Alliance Capital Management L.P. of our report dated January 27, 1994, except as to Note 12, which is as of March 7, 1994, relating to the consolidated statements of financial condition of Alliance Capital Management L.P. and subsidiaries as of December 31, 1993 and 1992 and the related consolidated statements of income, changes in partners' capital, and cash flows for the years ended December 31, 1993, 1992 and 1991. We also consent to the use of our report included herein on Schedule I - Marketable Securities December 31, 1993.

KPMG PEAT MARWICK

New York, New York
March 30, 1994

EXHIBIT 24.32

POWER-OF-ATTORNEY

KNOWN TO ALL MEN BY THESE PRESENTS, that James M. Benson hereby revokes all prior powers granted by the undersigned to the extent inconsistent herewith and constitutes and appoints John D. Carifa and David R. Brewer, Jr., and each of them, to act severally as attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned in any and all capacities, for the sole purpose of signing the Alliance Capital Management L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and filing the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Dated: March 15, 1994

/s/ James M. Benson

James M. Benson

EXHIBIT 24.33

POWER-OF-ATTORNEY

KNOWN TO ALL MEN BY THESE PRESENTS, that Henri de Castries hereby revokes all prior powers granted by the undersigned to the extent inconsistent herewith and constitutes and appoints John D. Carifa and David R. Brewer, Jr., and each of them, to act severally as attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned in any and all capacities, for the sole purpose of signing the Alliance Capital Management L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and filing the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Dated: March 15, 1994

/s/Henri de Castries

Henri de Castries

EXHIBIT 24.34

POWER-OF-ATTORNEY

KNOWN TO ALL MEN BY THESE PRESENTS, that Christophe Dupont-Madinier hereby revokes all prior powers granted by the undersigned to the extent inconsistent herewith and constitutes and appoints John D. Carifa and David R. Brewer, Jr., and each of them, to act severally as attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned in any and all capacities, for the sole purpose of signing the Alliance Capital Management L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and filing the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Dated: March 15, 1994

/s/Christophe Dupont-Madinier

Christophe Dupont-Madinier

EXHIBIT 24.35

POWER-OF-ATTORNEY

KNOWN TO ALL MEN BY THESE PRESENTS, that Jean-Pierre Hellebuyck hereby revokes all prior powers granted by the undersigned to the extent inconsistent herewith and constitutes and appoints John D. Carifa and David R. Brewer, Jr., and each of them, to act severally as attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned in any and all capacities, for the sole purpose of signing the Alliance Capital Management L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and filing the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Dated: March 15, 1994

/s/Jean-Pierre Hellebuyck

Jean-Pierre Hellebuyck

EXHIBIT 24.36

POWER-OF-ATTORNEY

KNOWN TO ALL MEN BY THESE PRESENTS, that Benjamin D. Holloway hereby revokes all prior powers granted by the undersigned to the extent inconsistent herewith and constitutes and appoints John D. Carifa and David R. Brewer, Jr., and each of them, to act severally as attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned in any and all capacities, for the sole purpose of signing the Alliance Capital Management L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and filing the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Dated: March 15, 1994

/s/Benjamin D. Holloway

Benjamin D. Holloway

EXHIBIT 24.37

POWER-OF-ATTORNEY

KNOWN TO ALL MEN BY THESE PRESENTS, that Henri Hottinguer hereby revokes all prior powers granted by the undersigned to the extent inconsistent herewith and constitutes and appoints John D. Carifa and David R. Brewer, Jr., and each of them, to act severally as attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned in any and all capacities, for the sole purpose of signing the Alliance Capital Management L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and filing the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Dated: March 15, 1994

/s/Henri Hottinguer

Henri Hottinguer

EXHIBIT 24.38

POWER-OF-ATTORNEY

KNOWN TO ALL MEN BY THESE PRESENTS, that Richard H. Jenrette hereby revokes all prior powers granted by the undersigned to the extent inconsistent herewith and constitutes and appoints John D. Carifa and David R. Brewer, Jr., and each of them, to act severally as attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned in any and all capacities, for the sole purpose of signing the Alliance Capital Management L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and filing the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Dated: March 15, 1994

/s/Richard H. Jenrette

Richard H. Jenrette

EXHIBIT 24.39

POWER-OF-ATTORNEY

KNOWN TO ALL MEN BY THESE PRESENTS, that Joseph J. Melone hereby revokes all prior powers granted by the undersigned to the extent inconsistent herewith and constitutes and appoints John D. Carifa and David R. Brewer, Jr., and each of them, to act severally as attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned in any and all capacities, for the sole purpose of signing the Alliance Capital Management L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and filing the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Dated: March 15, 1994

/s/Joseph J. Melone

Joseph J. Melone

EXHIBIT 24.40

POWER-OF-ATTORNEY

KNOWN TO ALL MEN BY THESE PRESENTS, that Brian S. O'Neil hereby revokes all prior powers granted by the undersigned to the extent inconsistent herewith and constitutes and appoints John D. Carifa and David R. Brewer, Jr., and each of them, to act severally as attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned in any and all capacities, for the sole purpose of signing the Alliance Capital Management L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and filing the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Dated: March 15, 1994

/s/Brian S. O'Neil

Brian S. O'Neil

EXHIBIT 24.41

POWER-OF-ATTORNEY

KNOWN TO ALL MEN BY THESE PRESENTS, that Peter G. Smith hereby revokes all prior powers granted by the undersigned to the extent inconsistent herewith and constitutes and appoints John D. Carifa and David R. Brewer, Jr., and each of them, to act severally as attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned in any and all capacities, for the sole purpose of signing the Alliance Capital Management L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and filing the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Dated: March 15, 1994

/s/Peter G.Smith

Peter G. Smith

EXHIBIT 24.42

POWER-OF-ATTORNEY

KNOWN TO ALL MEN BY THESE PRESENTS, that Madelon DeVoe Talley hereby revokes all prior powers granted by the undersigned to the extent inconsistent herewith and constitutes and appoints John D. Carifa and David R. Brewer, Jr., and each of them, to act severally as attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned in any and all capacities, for the sole purpose of signing the Alliance Capital Management L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 1993 and filing the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Dated: March 15, 1994

/s/Madelon DeVoe Talley

Madelon DeVoe Talley