

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2009

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File No. 001-09818

ALLIANCEBERNSTEIN HOLDING L.P.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-3434400

(I.R.S. Employer Identification No.)

1345 Avenue of the Americas, New York, NY 10105

(Address of principal executive offices)

(Zip Code)

(212) 969-1000

(Registrant's telephone number, including area code)

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 ☒

No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☐

No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐

No ☒

The number of units representing assignments of beneficial ownership of limited partnership interests outstanding as of March 31, 2009 was 91,956,176.*

*includes 100,000 units of general partnership interest having economic interests equivalent to the economic interests of the units representing assignments of beneficial ownership of limited partnership interests.

ALLIANCEBERNSTEIN HOLDING L.P.

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Part I

FINANCIAL INFORMATION

Item 1. **Financial Statements**

ALLIANCEBERNSTEIN HOLDING L.P.
Condensed Statements of Financial Condition
(in thousands, except unit amounts)

	March 31, 2009	December 31, 2008
	(unaudited)	
ASSETS		
Investment in AllianceBernstein	\$ 1,599,128	\$ 1,600,045
Due from AllianceBernstein	2,591	—
Other assets	10	1,397
Total assets	\$ 1,601,729	\$ 1,601,442
LIABILITIES AND PARTNERS' CAPITAL		
Liabilities:		
Payable to AllianceBernstein	\$ —	\$ 4,825
Other liabilities	4,966	462
Total liabilities	4,966	5,287
Commitments and contingencies (See Note 7)		
Partners' capital:		
General Partner: 100,000 general partnership units issued and outstanding	1,611	1,633
Limited partners: 91,856,176 and 90,223,767 limited partnership units issued and outstanding	1,621,520	1,618,985
Accumulated other comprehensive income (loss)	(26,368)	(24,463)
Total partners' capital	1,596,763	1,596,155
Total liabilities and partners' capital	\$ 1,601,729	\$ 1,601,442

See Accompanying Notes to Condensed Financial Statements.

ALLIANCEBERNSTEIN HOLDING L.P.
Condensed Statements of Income
(in thousands, except per unit amounts)
(unaudited)

	Three Months Ended March 31,	
	2009	2008
Equity in net income attributable to AllianceBernstein Unitholders	\$ 12,612	\$ 81,997
Income taxes	5,877	9,561
Net income	\$ 6,735	\$ 72,436
Net income per unit:		
Basic	\$ 0.07	\$ 0.83
Diluted	\$ 0.07	\$ 0.83

See Accompanying Notes to Condensed Financial Statements.

ALLIANCEBERNSTEIN HOLDING L.P.
Condensed Statements of Cash Flows
(in thousands)
(unaudited)

	Three Months Ended March 31,	
	2009	2008
Cash flows from operating activities:		
Net income	\$ 6,735	\$ 72,436
Adjustments to reconcile net income to net cash used in operating activities:		
Equity in net income attributable to AllianceBernstein Unitholders	(12,612)	(81,997)
Changes in assets and liabilities:		
Decrease in other assets	1,387	703
(Increase) in due from AllianceBernstein	(2,591)	(2,157)
(Decrease) in payable to AllianceBernstein	(4,825)	(7,460)
Increase in other liabilities	4,504	8,847
Net cash used in operating activities	(7,402)	(9,628)
Cash flows from investing activities:		
Investment in AllianceBernstein with proceeds from exercise of compensatory options to buy Holding Units	—	(4,581)
Cash distributions received from AllianceBernstein	34,007	102,086
Net cash provided by investing activities	34,007	97,505
Cash flows from financing activities:		
Cash distributions to unitholders	(26,605)	(92,458)
Proceeds from exercise of compensatory options to buy Holding Units	—	4,581
Net cash used in financing activities	(26,605)	(87,877)
Change in cash and cash equivalents	—	—
Cash and cash equivalents as of beginning of period	—	—
Cash and cash equivalents as of end of period	\$ —	\$ —
Non-cash investing activities:		
Changes in accumulated other comprehensive income	\$ (1,905)	\$ 2,543
Awards of Holding Units made by AllianceBernstein under deferred compensation plans, net of forfeitures	22,980	71,093
Non-cash financing activities:		
Purchases of Holding Units by AllianceBernstein to fund deferred compensation plans, net of issuances	(597)	(4,855)

See Accompanying Notes to Condensed Financial Statements.

ALLIANCEBERNSTEIN HOLDING L.P.
Notes to Condensed Financial Statements
March 31, 2009
(unaudited)

The words “we” and “our” refer collectively to AllianceBernstein Holding L.P. (“Holding”) and AllianceBernstein L.P. and its subsidiaries (“AllianceBernstein”), or to their officers and employees. Similarly, the word “company” refers to both Holding and AllianceBernstein. Where the context requires distinguishing between Holding and AllianceBernstein, we identify which of them is being discussed. Cross-references are in italics.

1. Business Description and Organization

Holding’s principal source of income and cash flow is attributable to its investment in AllianceBernstein limited partnership interests. The condensed financial statements and notes of Holding should be read in conjunction with the condensed consolidated financial statements and notes of AllianceBernstein included as an exhibit to this quarterly report on Form 10-Q and with Holding’s and AllianceBernstein’s audited financial statements included in Holding’s Form 10-K for the year ended December 31, 2008.

AllianceBernstein provides research, diversified investment management and related services globally to a broad range of clients. Its principal services include:

- Institutional Investment Services – servicing its institutional clients, including unaffiliated corporate and public employee pension funds, endowment funds, domestic and foreign institutions and governments, and affiliates such as AXA and certain of its insurance company subsidiaries, by means of separately managed accounts, sub-advisory relationships, structured products, collective investment trusts, mutual funds, hedge funds and other investment vehicles.
- Retail Services – servicing its individual clients, primarily by means of retail mutual funds sponsored by AllianceBernstein or an affiliated company, sub-advisory relationships with mutual funds sponsored by third parties, separately managed account programs sponsored by financial intermediaries worldwide and other investment vehicles.
- Private Client Services – servicing its private clients, including high-net-worth individuals, trusts and estates, charitable foundations, partnerships, private and family corporations, and other entities, by means of separately managed accounts, hedge funds, mutual funds and other investment vehicles.
- Institutional Research Services – servicing its institutional clients seeking independent research, portfolio strategy and brokerage-related services.

AllianceBernstein also provides distribution, shareholder servicing and administrative services to the mutual funds it sponsors.

AllianceBernstein provides a broad range of services with expertise in:

- Value equities, generally targeting stocks that are out of favor and that may trade at bargain prices;
- Growth equities, generally targeting stocks with under-appreciated growth potential;
- Fixed income securities, including both taxable and tax-exempt securities;
- Blend strategies, combining style-pure investment components with systematic rebalancing;
- Passive management, including both index and enhanced index strategies;
- Alternative investments, such as hedge funds, currency management strategies and venture capital; and
- Asset allocation, by which AllianceBernstein offers specifically-tailored investment solutions for its clients (e.g., customized target-date fund retirement services for institutional defined contribution plan clients).

AllianceBernstein manages these services using various investment disciplines, including market capitalization (e.g., large-, mid- and small-cap equities), term (e.g., long-, intermediate- and short-duration debt securities), and geographic location (e.g., U.S., international, global and emerging markets), as well as local and regional disciplines in major markets around the world.

AllianceBernstein’s independent research is the foundation of its business. AllianceBernstein’s research disciplines include fundamental research, quantitative research, economic research and currency forecasting capabilities. In addition, AllianceBernstein has created several specialized research units, including one unit that examines global strategic changes that can affect multiple industries and geographies, and another dedicated to identifying potentially successful innovations within private early-stage growth companies.

As of March 31, 2009, AXA, a *société anonyme* organized under the laws of France and the holding company for an international group of insurance and related financial services companies, AXA Financial, Inc. (an indirect wholly-owned subsidiary of AXA, “AXA Financial”), AXA Equitable Life Insurance Company (a wholly-owned subsidiary of AXA Financial, “AXA Equitable”), and certain subsidiaries of AXA Financial and AXA, collectively referred to as “AXA and its subsidiaries”, owned approximately 1.6% of the issued and outstanding units representing assignments of beneficial ownership of limited partnership interests in Holding (“Holding Units”).

As of March 31, 2009, the ownership structure of AllianceBernstein, expressed as a percentage of general and limited partnership interests, was as follows:

AXA and its subsidiaries	63.7%
Holding	34.3
Unaffiliated holders	2.0
	<u>100.0%</u>

AllianceBernstein Corporation (an indirect wholly-owned subsidiary of AXA, “General Partner”) is the general partner of both Holding and AllianceBernstein. AllianceBernstein Corporation owns 100,000 general partnership units in Holding and a 1% general partnership interest in AllianceBernstein. Including both the general partnership and limited partnership interests in Holding and AllianceBernstein, AXA and its subsidiaries had an approximate 64.3% economic interest in AllianceBernstein as of March 31, 2009.

On January 6, 2009, AXA America Holdings, Inc., a wholly-owned subsidiary of AXA, purchased the remaining 8,160,000 AllianceBernstein Units held by SCB Partners, Inc. (a wholly-owned subsidiary of SCB Inc., formerly known as Sanford C. Bernstein Inc.).

2. Summary of Significant Accounting Policies

Basis of Presentation

The interim condensed financial statements of Holding included herein have been prepared in accordance with the instructions to Form 10-Q pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the interim results, have been made. The preparation of the condensed financial statements requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the condensed financial statements and the reported amounts of revenues and expenses during the interim reporting periods. Actual results could differ from those estimates. The December 31, 2008 condensed statement of financial condition was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America.

Investment in AllianceBernstein

Holding records its investment in AllianceBernstein using the equity method of accounting. Holding’s investment is increased to reflect its proportionate share of income of AllianceBernstein and decreased to reflect its proportionate share of losses of AllianceBernstein and cash distributions made by AllianceBernstein to its unitholders. In addition, Holding’s investment is adjusted to reflect certain capital transactions of AllianceBernstein.

Cash Distributions

Holding is required to distribute all of its Available Cash Flow, as defined in the Amended and Restated Agreement of Limited Partnership of Holding (“Holding Partnership Agreement”), to its unitholders *pro rata* in accordance with their percentage interests in Holding. Available Cash Flow is defined as the cash distributions Holding receives from AllianceBernstein minus such amounts as the General Partner determines, in its sole discretion, should be retained by Holding for use in its business.

On April 22, 2009, the General Partner declared a distribution of \$6.4 million, or \$0.07 per unit, representing Available Cash Flow for the three months ended March 31, 2009. Each general partnership unit in Holding is entitled to receive distributions equal to those received by each Holding Unit. The distribution is payable on May 14, 2009 to holders of record at the close of business on May 4, 2009.

Compensatory Option Plans

AllianceBernstein maintains certain compensation plans under which options to buy Holding Units have been, or may be, granted to employees of AllianceBernstein and independent directors of the General Partner. In accordance with Statement of Financial Accounting Standards No. 123 (revised 2004), (“SFAS No. 123-R”), “*Share Based Payment*”, AllianceBernstein recognizes compensation expense related to grants of compensatory options in its financial statements. Under the fair value method, compensatory expense is measured at the grant date based on the estimated fair value of the award (determined using the Black-Scholes option valuation model) and is recognized ratably over the vesting period. Holding exchanges the proceeds from exercises of Holding Unit options for AllianceBernstein Units and thereby increases its investment in AllianceBernstein.

3. Net Income Per Unit

Basic net income per unit is derived by dividing net income by the basic weighted average number of units outstanding for each period. Diluted net income per unit is derived by adjusting net income for the assumed dilutive effect of compensatory options (“Net income – diluted”) and dividing by the diluted weighted average number of units outstanding for each period.

	Three Months Ended March 31,	
	2009	2008
	(in thousands, except per unit amounts)	
Net income – basic	\$ 6,735	\$ 72,436
Additional allocation of equity in net income attributable to AllianceBernstein resulting from assumed dilutive effect of compensatory options	—	170
Net income – diluted	<u>\$ 6,735</u>	<u>\$ 72,606</u>
Weighted average units outstanding - basic	91,538	87,233
Dilutive effect of compensatory options	—	316
Weighted average units outstanding - diluted	<u>91,538</u>	<u>87,549</u>
Basic net income per unit	<u>\$ 0.07</u>	<u>\$ 0.83</u>
Diluted net income per unit	<u>\$ 0.07</u>	<u>\$ 0.83</u>

As of March 31, 2009 and 2008, we excluded, respectively, 12,822,155 and 3,667,552 out-of-the-money options (i.e., options with an exercise price greater than the weighted average closing price of a unit for the relevant period) from the diluted net income per unit computation due to their anti-dilutive effect.

4. Investment in AllianceBernstein

Changes in Holding’s investment in AllianceBernstein for the three-month period ended March 31, 2009 were as follows (in thousands):

Investment in AllianceBernstein as of December 31, 2008	\$ 1,600,045
Equity in net income attributable to AllianceBernstein Unitholders	12,612
Changes in accumulated other comprehensive income	(1,905)
Cash distributions received from AllianceBernstein	(34,007)
Purchases of Holding Units by AllianceBernstein to fund deferred compensation plans, net of issuances	(597)
Awards of Holding Units made by AllianceBernstein under deferred compensations plans, net of forfeitures	22,980
Investment in AllianceBernstein as of March 31, 2009	<u>\$ 1,599,128</u>

5. Units Outstanding

The following table summarizes the activity in Holding Units:

Outstanding as of December 31, 2008	90,323,767
Options exercised	—
Units issued	1,587,114
Units awarded	46,163
Units forfeited	(868)
Outstanding as of March 31, 2009	91,956,176

Units issued pertain to Holding Units issued by AllianceBernstein to fund deferred compensation plan elections by participants. Units awarded and units forfeited pertain to restricted unit awards to independent members of the Board of Directors and to Century Club Plan unit awards to AllianceBernstein employees whose primary responsibilities are to assist in the distribution of company-sponsored mutual funds and who meet certain sales targets.

6. Income Taxes

Holding is a publicly-traded partnership for federal tax purposes and, accordingly, is not subject to federal or state corporate income taxes. However, Holding is subject to the 4.0% New York City unincorporated business tax (“UBT”), net of credits for UBT paid by AllianceBernstein, and to a 3.5% federal tax on partnership gross income from the active conduct of a trade or business. Holding’s partnership gross income is derived from its interest in AllianceBernstein.

In order to preserve Holding’s status as a “grandfathered” publicly-traded partnership for federal income tax purposes, management ensures that Holding does not directly or indirectly (through AllianceBernstein) enter into a substantial new line of business. If Holding were to lose its status as a grandfathered publicly-traded partnership, it would be subject to corporate income tax, which would reduce materially Holding’s net income and its quarterly distributions to Holding unitholders.

7. Commitments and Contingencies

Legal and regulatory matters described below pertain to AllianceBernstein and are included here due to their potential significance to Holding’s investment in AllianceBernstein.

With respect to all significant litigation matters, we consider the likelihood of a negative outcome. If we determine the likelihood of a negative outcome is probable, and the amount of the loss can be reasonably estimated, we record an estimated loss for the expected outcome of the litigation as required by Statement of Financial Accounting Standards No. 5, “*Accounting for Contingencies*”, and FASB Interpretation No. 14, “*Reasonable Estimation of the Amount of a Loss – an interpretation of FASB Statement No. 5*”. If the likelihood of a negative outcome is reasonably possible and we are able to determine an estimate of the possible loss or range of loss, we disclose that fact together with the estimate of the possible loss or range of loss. However, it may be difficult to predict the outcome or estimate a possible loss or range of loss because litigation is subject to inherent uncertainties, particularly when plaintiffs allege substantial or indeterminate damages, or when the litigation is highly complex or broad in scope. In such cases, we disclose that we are unable to predict the outcome or estimate a possible loss or range of loss.

On October 2, 2003, a purported class action complaint entitled *Hindo, et al. v. AllianceBernstein Growth & Income Fund, et al.* (“Hindo Complaint”) was filed against, among others, AllianceBernstein, Holding and the General Partner. The Hindo Complaint alleges that certain defendants failed to disclose that they improperly allowed certain hedge funds and other unidentified parties to engage in “late trading” and “market timing” of certain of our U.S. mutual fund securities, violating various securities laws.

Following October 2, 2003, additional lawsuits making factual allegations generally similar to those in the Hindo Complaint were filed in various federal and state courts against AllianceBernstein and certain other defendants. On September 29, 2004, plaintiffs filed consolidated amended complaints with respect to four claim types: mutual fund shareholder claims; mutual fund derivative claims; derivative claims brought on behalf of Holding; and claims brought under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) by participants in the Profit Sharing Plan for Employees of AllianceBernstein.

On April 21, 2006, AllianceBernstein and attorneys for the plaintiffs in the mutual fund shareholder claims, mutual fund derivative claims and ERISA claims entered into a confidential memorandum of understanding containing their agreement to settle these claims. The agreement will be documented by a stipulation of settlement and will be submitted for court approval at a later date. The settlement amount (\$30 million), which we previously expensed and disclosed, has been disbursed. The derivative claims brought on behalf of Holding, in which plaintiffs seek an unspecified amount of damages, remain pending.

We intend to vigorously defend against the lawsuit involving derivative claims brought on behalf of Holding. At the present time, we are unable to predict the outcome or estimate a possible loss or range of loss in respect of this matter because of the inherent uncertainty regarding the outcome of complex litigation, and the fact that the plaintiffs did not specify an amount of damages sought in their complaint.

We are involved in various other matters, including regulatory inquiries, administrative proceedings and litigation, some of which allege material damages. While any inquiry, proceeding or litigation has the element of uncertainty, management believes that the outcome of any one of the other regulatory inquiries, administrative proceedings, lawsuits or claims that is pending or threatened, or all of them combined, will not have a material adverse effect on our results of operations or financial condition.

8. Comprehensive Income

Partners' capital is adjusted to reflect certain capital transactions of AllianceBernstein. Comprehensive income consisted of:

	Three Months Ended March 31,	
	2009	2008
	(in thousands)	
Net income	\$ 6,735	\$ 72,436
Other comprehensive income (loss), net of tax:		
Unrealized gains (losses) on investments	172	(997)
Foreign currency translation adjustment	(2,016)	3,583
Changes in retirement plan related items	(61)	(43)
	<u>(1,905)</u>	<u>2,543</u>
Comprehensive income	<u>\$ 4,830</u>	<u>\$ 74,979</u>

Report of Independent Registered Public Accounting Firm

To the General Partner and Unitholders
AllianceBernstein Holding L.P.

We have reviewed the accompanying condensed statement of financial condition of AllianceBernstein Holding L.P. (“AllianceBernstein Holding”) as of March 31, 2009, the related condensed statements of income for the three-month periods ended March 31, 2009 and 2008, and the condensed statements of cash flows for the three-month periods ended March 31, 2009 and 2008. These interim financial statements are the responsibility of the management of AllianceBernstein Corporation, the General Partner.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the statement of financial condition as of December 31, 2008, and the related statements of income, of changes in partners’ capital and comprehensive income, and of cash flows for the year then ended (not presented herein), and in our report dated February 20, 2009, we expressed an unqualified opinion on those financial statements. In our opinion, the information set forth in the accompanying condensed statement of financial condition as of December 31, 2008 is fairly stated in all material respects in relation to the statement of financial condition from which it has been derived.

/s/ PricewaterhouseCoopers LLP

New York, New York

May 8, 2009

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Holding’s principal source of income and cash flow is attributable to its investment in AllianceBernstein limited partnership interests. The Holding interim condensed financial statements and notes and management’s discussion and analysis of financial condition and results of operations (“MD&A”) should be read in conjunction with those of AllianceBernstein included as an exhibit to this Form 10-Q. They should also be read in conjunction with AllianceBernstein’s audited financial statements and notes and MD&A included in Holding’s Form 10-K for the year ended December 31, 2008.

Results of Operations

	Three Months Ended March 31,		% Change
	2009	2008	
	(in millions, except per unit amounts)		
Net income attributable to AllianceBernstein Unitholders	\$ 36.9	\$ 247.4	(85.1)%
Weighted average equity ownership interest	34.2%	33.1%	
Equity in net income attributable to AllianceBernstein Unitholders	<u>\$ 12.6</u>	<u>\$ 82.0</u>	(84.6)
Net income of Holding	<u>\$ 6.7</u>	<u>\$ 72.4</u>	(90.7)
Diluted net income per Holding Unit	<u>\$ 0.07</u>	<u>\$ 0.83</u>	(91.6)
Distribution per Holding Unit	<u>\$ 0.07</u>	<u>\$ 0.83</u>	(91.6)

Net income for the three months ended March 31, 2009 decreased \$65.7 million to \$6.7 million from net income of \$72.4 million for the three months ended March 31, 2008. The decrease reflects lower equity in net income attributable to AllianceBernstein Unitholders. *See AllianceBernstein’s MD&A contained in Exhibit 99.1.*

Capital Resources and Liquidity

The following table identifies selected items relating to capital resources and liquidity:

	Three Months Ended March 31,		% Change
	2009	2008	
	(in millions)		
Partners’ capital, as of March 31	\$ 1,596.8	\$ 1,620.8	(1.5)%
Distributions received from AllianceBernstein	34.0	102.1	(66.7)
Distributions paid to unitholders	(26.6)	(92.5)	(71.2)
Proceeds from exercise of compensatory options to buy Holding Units	—	4.6	(100.0)
Investment in AllianceBernstein with proceeds from exercise of compensatory options to buy Holding Units	—	(4.6)	(100.0)
Purchases of Holding Units by AllianceBernstein to fund deferred compensation plans, net of issuances	(0.6)	(4.9)	(87.7)
Awards of Holding Units made by AllianceBernstein under deferred compensation plans, net of forfeitures	23.0	71.1	(67.7)
Available Cash Flow	6.4	72.5	(91.1)

Cash and cash equivalents were zero as of March 31, 2009 and 2008. Cash inflows from AllianceBernstein distributions received were offset by cash distributions paid to unitholders and income taxes paid. Holding is required to distribute all of its Available Cash Flow, as defined in the Holding Partnership Agreement, to its unitholders (including the General Partner). Management believes that the cash flow realized from its investment in AllianceBernstein will provide Holding with the resources to meet its financial obligations. *See Note 2 to the condensed financial statements contained in Item 1* for a description of Available Cash Flow.

Commitments and Contingencies

See Note 7 to the condensed financial statements contained in Item 1.

CAUTIONS REGARDING FORWARD-LOOKING STATEMENTS

Certain statements provided by management in this report and in the portion of AllianceBernstein's Form 10-Q attached hereto as Exhibit 99.1 are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. The most significant of these factors include, but are not limited to, the following: the performance of financial markets, the investment performance of sponsored investment products and separately managed accounts, general economic conditions, industry trends, future acquisitions, competitive conditions and government regulations, including changes in tax regulations and rates and the manner in which the earnings of publicly-traded partnerships are taxed. We caution readers to carefully consider such factors. Further, such forward-looking statements speak only as of the date on which such statements are made; we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. For further information regarding these forward-looking statements and the factors that could cause actual results to differ, see "Risk Factors" in Part I, Item 1A of our Form 10-K for the year ended December 31, 2008 and Part II, Item 1A in this Form 10-Q. Any or all of the forward-looking statements that we make in this Form 10-Q, other documents we file with or furnish to the SEC, and any other public statements we issue, may turn out to be wrong. It is important to remember that other factors besides those listed in "Risk Factors" and those listed below could also adversely affect our revenues, financial condition, results of operations and business prospects.

The forward-looking statements referred to in the preceding paragraph include statements regarding:

- Our backlog of new institutional mandates not yet funded: Before they are funded, institutional mandates do not represent legally binding commitments to fund and, accordingly, the possibility exists that not all mandates will be funded in the amounts and at the times we currently anticipate.
- The possibility that prolonged weakness in asset values may result in impairment of goodwill, intangible assets and the deferred sales commission asset: To the extent that securities valuations remain depressed for prolonged periods of time and market conditions stagnate or worsen, our assets under management, revenues, profitability and unit price may be adversely affected. As a result, subsequent impairment tests may be based upon different assumptions and future cash flow projections which may result in an impairment of goodwill, intangible assets and the deferred sales commission asset.
- The cash flow Holding realizes from its investment in AllianceBernstein providing Holding with the resources necessary to meet its financial obligations: Holding's cash flow is dependent on the quarterly cash distributions it receives from AllianceBernstein. Accordingly, Holding's ability to meet its financial obligations is dependent on AllianceBernstein's cash flow from its operations, which is subject to the performance of the capital markets and other factors beyond our control.
- Our solid financial foundation and access to public and private debt providing adequate liquidity for our general business needs: Our solid financial foundation is dependent on our cash flow from operations, which is subject to the performance of the capital markets, our ability to maintain and grow our assets under management and other factors beyond our control. Our access to public and private debt, as well as the market for debt or equity we may choose to issue, may be limited by adverse market conditions, our profitability and changes in government regulations, including tax rates and interest rates.
- The outcome of litigation: Litigation is inherently unpredictable, and excessive damage awards do occur. Though we have stated that we do not expect certain legal proceedings to have a material adverse effect on our results of operations or financial condition, any settlement or judgment with respect to a legal proceeding could be significant, and could have a material adverse effect on our results of operations or financial condition.
- Our expectation that, when a sustained market recovery occurs, the potential for outsized investment returns that has been building should begin to be realized: Historical performance is not necessarily indicative of future results or market movements. The actual performance of the capital markets and other factors beyond our control will affect our investment success for clients and asset flows.
- Our expectation that our lower expense base can support substantial future growth of our clients' AUM, thus providing strong positive operating and financial leverage: Unanticipated events and factors may cause us to expand our expense base, thus limiting the extent to which we benefit from any positive leverage.

OTHER INFORMATION

With respect to the unaudited condensed interim financial information of Holding for the three months ended March 31, 2009, included in this quarterly report on Form 10-Q, PricewaterhouseCoopers LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate report dated May 8, 2009 appearing herein states that they did not audit and they do not express an opinion on the unaudited condensed interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. PricewaterhouseCoopers LLP is not subject to the liability provisions of Section 11 of the Securities Act of 1933, as amended ("Securities Act") for their report on the unaudited condensed interim financial information because that report is not a "report" or a "part" of registration statements prepared or certified by PricewaterhouseCoopers LLP within the meaning of Sections 7 and 11 of the Securities Act.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to Holding's market risk for the quarter ended March 31, 2009.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Holding and AllianceBernstein each maintains a system of disclosure controls and procedures that is designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended, is (i) recorded, processed, summarized and reported in a timely manner, and (ii) accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to permit timely decisions regarding our disclosure.

As of the end of the period covered by this report, management carried out an evaluation, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting occurred during the first quarter of 2009 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Part II**OTHER INFORMATION****Item 1. Legal Proceedings**

See Note 7 to the condensed financial statements contained in Part I, Item 1.

Item 1A. Risk Factors

In addition to the information set forth in this report, please consider carefully “*Risk Factors*” in Part I, Item 1A of our Form 10-K for the year ended December 31, 2008. Such factors could materially affect our revenues, financial condition, results of operations and business prospects. See also our cautions regarding forward-looking statements in Part I, Item 2.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no Holding Units sold by Holding in the period covered by this report that were not registered under the Securities Act.

The following table provides information relating to any purchases of Holding Units by AllianceBernstein made in the quarter covered by this report:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number of Units Purchased	(b) Average Price Paid Per Unit, net of Commissions	(c) Total Number of Units Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Units that May Yet Be Purchased Under the Plans or Programs
1/1/09 - 1/31/09	53,795	\$ 17.08	—	—
2/1/09 - 2/28/09	—	—	—	—
3/1/09 - 3/31/09	5,379	12.23	—	—
Total	59,174	\$ 16.64	—	—

All Holding Units were purchased from employees to allow them to fulfill statutory withholding tax requirements at the time of distribution of deferred compensation awards.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits

- [15.1](#) Letter from PricewaterhouseCoopers LLP, our independent registered public accounting firm, regarding unaudited interim financial information.
- [31.1](#) Certification of Mr. Kraus furnished pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- [31.2](#) Certification of Mr. Joseph furnished pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- [32.1](#) Certification of Mr. Kraus furnished for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- [32.2](#) Certification of Mr. Joseph furnished for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- [99.1](#) Part I, Items 1 through 4 of the AllianceBernstein L.P. Quarterly Report on Form 10-Q for the quarter ended March 31, 2009.

SIGNATURE

Pursuant to the requirements 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.

Date: May 8, 2009

ALLIANCEBERNSTEIN HOLDING L.P.

By: /s/ Robert H. Joseph, Jr.
Robert H. Joseph, Jr.
Senior Vice President and Chief Financial Officer

May 8, 2009

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Registration Statements on Form S-8 (No. 333-153151, No. 333-142199, No. 333-142202, No. 033-52387, No. 333-127223, No. 333-51418, No. 333-49392, No. 333-47194, No. 333-47665, No. 333-47667, No. 033-65932, No. 033-65930, and No. 033-28534).

Commissioners:

We are aware that our reports dated May 8, 2009 on our review of interim financial information of AllianceBernstein Holding L.P. (the “Company”) and AllianceBernstein L.P. for the three-month periods ended March 31, 2009 and 2008 and included in the Company’s quarterly report on Form 10-Q for the quarter ended March 31, 2009 are incorporated by reference in its Registration Statements referred to above.

Very truly yours,

/s/ PricewaterhouseCoopers LLP

New York, New York

I, Peter S. Kraus, certify that:

1. I have reviewed this quarterly report on Form 10-Q of AllianceBernstein Holding L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2009

/s/ Peter S. Kraus
Peter S. Kraus
Chief Executive Officer
AllianceBernstein Holding L.P.

I, Robert H. Joseph, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of AllianceBernstein Holding L.P.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2009

/s/ Robert H. Joseph, Jr.

Robert H. Joseph, Jr.
Chief Financial Officer
AllianceBernstein Holding L.P.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of AllianceBernstein Holding L.P. (the "Company") on Form 10-Q for the period ending March 31, 2009 to be filed with the Securities and Exchange Commission on or about May 8, 2009 (the "Report"), I, Peter S. Kraus, Chief Executive Officer of the Company, certify, for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Exchange Act; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 8, 2009

/s/ Peter S. Kraus

Peter S. Kraus
Chief Executive Officer
AllianceBernstein Holding L.P.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of AllianceBernstein Holding L.P. (the "Company") on Form 10-Q for the period ending March 31, 2009 to be filed with the Securities and Exchange Commission on or about May 8, 2009 (the "Report"), I, Robert H. Joseph, Jr., Chief Financial Officer of the Company, certify, for the purpose of complying with Rule 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Exchange Act; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 8, 2009

/s/ Robert H. Joseph, Jr.

Robert H. Joseph, Jr.
Chief Financial Officer
AllianceBernstein Holding L.P.

Part I

FINANCIAL INFORMATION

Item 1. Financial Statements

ALLIANCEBERNSTEIN L.P.
AND SUBSIDIARIES
Condensed Consolidated Statements of Financial Condition
(in thousands)

	March 31, 2009	December 31, 2008
	(unaudited)	
ASSETS		
Cash and cash equivalents	\$ 539,158	\$ 552,577
Cash and securities segregated, at market (cost: \$2,221,338 and \$2,568,339)	2,222,207	2,572,569
Receivables, net:		
Brokers and dealers	126,910	251,644
Brokerage clients	411,277	398,979
Fees, net	314,921	377,167
Investments:		
Deferred compensation related	390,161	305,809
Other	239,122	272,034
Furniture, equipment and leasehold improvements, net	376,498	365,804
Goodwill, net	2,893,029	2,893,029
Intangible assets, net	238,315	243,493
Deferred sales commissions, net	101,778	113,541
Other assets	171,578	156,813
Total assets	\$ 8,024,954	\$ 8,503,459
LIABILITIES AND CAPITAL		
Liabilities:		
Payables:		
Brokers and dealers	\$ 86,717	\$ 110,655
Brokerage clients	2,411,728	2,755,104
AllianceBernstein mutual funds	62,577	195,617
Accounts payable and accrued expenses	305,127	310,392
Accrued compensation and benefits	360,572	360,086
Debt	361,925	284,779
Total liabilities	3,588,646	4,016,633
Commitments and contingencies (See Note 7)		
Capital:		
General Partner	44,671	45,010
Limited partners: 265,350,019 and 263,717,610 units issued and outstanding	4,451,497	4,485,564
Capital contributions receivable from General Partner	(22,621)	(23,168)
Deferred compensation expense	(129,604)	(117,600)
Accumulated other comprehensive income (loss)	(76,859)	(72,147)
Partners' capital attributable to AllianceBernstein Unitholders	4,267,084	4,317,659
Non-controlling interests in consolidated entities	169,224	169,167
Total capital	4,436,308	4,486,826
Total liabilities and capital	\$ 8,024,954	\$ 8,503,459

See Accompanying Notes to Condensed Consolidated Financial Statements.

ALLIANCEBERNSTEIN L.P.
AND SUBSIDIARIES
Condensed Consolidated Statements of Income
(in thousands, except per unit amounts)
(unaudited)

	Three Months Ended March 31,	
	2009	2008
Revenues:		
Investment advisory and services fees	\$ 444,962	\$ 817,231
Distribution revenues	58,076	109,302
Institutional research services	105,642	118,286
Dividend and interest income	7,801	30,992
Investment gains (losses)	(41,237)	(64,230)
Other revenues	24,072	30,780
Total revenues	599,316	1,042,361
Less: Interest expense	1,752	13,339
Net revenues	597,564	1,029,022
Expenses:		
Employee compensation and benefits	313,803	433,672
Promotion and servicing:		
Distribution plan payments	42,441	79,224
Amortization of deferred sales commissions	14,897	22,019
Other	39,203	57,223
General and administrative	147,287	154,943
Interest on borrowings	964	6,565
Amortization of intangible assets	5,179	5,179
Total expenses	563,774	758,825
Operating income	33,790	270,197
Non-operating income	6,285	4,752
Income before income taxes	40,075	274,949
Income taxes	8,564	30,045
Net income	31,511	244,904
Net loss in consolidated entities attributable to non-controlling interests	5,340	2,539
Net income attributable to AllianceBernstein Unitholders	\$ 36,851	\$ 247,443
Net income per AllianceBernstein Unit:		
Basic	\$ 0.14	\$ 0.94
Diluted	\$ 0.14	\$ 0.94

See Accompanying Notes to Condensed Consolidated Financial Statements.

ALLIANCEBERNSTEIN L.P.
AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Three Months Ended March 31,	
	2009	2008
Cash flows from operating activities:		
Net income	\$ 31,511	\$ 244,904
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of deferred sales commissions	14,897	22,019
Amortization of non-cash deferred compensation	16,141	15,825
Depreciation and other amortization	21,089	27,311
Unrealized (gains) losses on deferred compensation related investments	(15,439)	57,877
Other, net	7,574	13,174
Changes in assets and liabilities:		
Decrease in segregated cash and securities	350,362	498,250
Decrease in receivables	167,897	289,548
(Increase) in investments	(41,724)	(716,497)
(Increase) in deferred sales commissions	(3,134)	(8,594)
(Increase) decrease in other assets	(18,738)	23,560
(Decrease) in payables	(494,982)	(291,283)
Increase in accounts payable and accrued expenses	10,620	13,043
Increase in accrued compensation and benefits	1,086	8,569
Net cash provided by operating activities	47,160	197,706
Cash flows from investing activities:		
Purchases of investments	(2,135)	(3,284)
Proceeds from sales of investments	2,416	7,998
Additions to furniture, equipment and leasehold improvements	(28,685)	(22,406)
Net cash used in investing activities	(28,404)	(17,692)
Cash flows from financing activities:		
Issuance of commercial paper, net	10,613	31,725
Proceeds from bank loans, net	66,000	98,000
(Decrease) in overdrafts payable	(13,349)	(20,263)
Cash distributions to General Partner and unitholders	(99,154)	(308,037)
Cash distributions to Joint Venture Partners	—	(257)
Capital contributions from non-controlling interests to fund AB Venture activities	5,505	4,772
Capital contributions from General Partner	897	897
Additional investment by Holding with proceeds from exercise of compensatory options to buy Holding Units	—	4,581
Purchases of Holding Units to fund deferred compensation plans, net of issuances	(597)	(4,855)
Other financing	168	—
Net cash used in financing activities	(29,917)	(193,437)
Effect of exchange rate changes on cash and cash equivalents	(2,258)	5,358
Net (decrease) in cash and cash equivalents	(13,419)	(8,065)
Cash and cash equivalents as of beginning of period	552,577	576,416
Cash and cash equivalents as of end of period	\$ 539,158	\$ 568,351

See Accompanying Notes to Condensed Consolidated Financial Statements.

ALLIANCEBERNSTEIN L.P.
AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
March 31, 2009
(unaudited)

The words “we” and “our” refer collectively to AllianceBernstein Holding L.P. (“Holding”) and AllianceBernstein L.P. and its subsidiaries (“AllianceBernstein”), or to their officers and employees. Similarly, the word “company” refers to both Holding and AllianceBernstein. Where the context requires distinguishing between Holding and AllianceBernstein, we identify which of them is being discussed. Cross-references are in italics.

These statements should be read in conjunction with AllianceBernstein’s audited consolidated financial statements included in AllianceBernstein’s Form 10-K for the year ended December 31, 2008.

1. Business Description and Organization

AllianceBernstein provides research, diversified investment management and related services globally to a broad range of clients. Our principal services include:

- Institutional Investment Services – servicing our institutional clients, including unaffiliated corporate and public employee pension funds, endowment funds, domestic and foreign institutions and governments, and affiliates such as AXA and certain of its insurance company subsidiaries, by means of separately managed accounts, sub-advisory relationships, structured products, collective investment trusts, mutual funds, hedge funds and other investment vehicles.
- Retail Services – servicing our individual clients, primarily by means of retail mutual funds sponsored by AllianceBernstein or an affiliated company, sub-advisory relationships with mutual funds sponsored by third parties, separately managed account programs sponsored by financial intermediaries worldwide and other investment vehicles.
- Private Client Services – servicing our private clients, including high-net-worth individuals, trusts and estates, charitable foundations, partnerships, private and family corporations, and other entities, by means of separately managed accounts, hedge funds, mutual funds and other investment vehicles.
- Institutional Research Services – servicing our institutional clients seeking independent research, portfolio strategy and brokerage-related services.

We also provide distribution, shareholder servicing and administrative services to the mutual funds we sponsor.

We provide a broad range of services with expertise in:

- Value equities, generally targeting stocks that are out of favor and that may trade at bargain prices;
- Growth equities, generally targeting stocks with under-appreciated growth potential;
- Fixed income securities, including both taxable and tax-exempt securities;
- Blend strategies, combining style-pure investment components with systematic rebalancing;
- Passive management, including both index and enhanced index strategies;
- Alternative investments, such as hedge funds, currency management strategies and venture capital; and
- Asset allocation, by which we offer specifically-tailored investment solutions for our clients (e.g., customized target-date fund retirement services for institutional defined contribution plan clients).

We manage these services using various investment disciplines, including market capitalization (e.g., large-, mid- and small-cap equities), term (e.g., long-, intermediate- and short-duration debt securities), and geographic location (e.g., U.S., international, global and emerging markets), as well as local and regional disciplines in major markets around the world.

Our independent research is the foundation of our business. Our research disciplines include fundamental research, quantitative research, economic research and currency forecasting capabilities. In addition, we have created several specialized research units, including one unit that examines global strategic changes that can affect multiple industries and geographies, and another dedicated to identifying potentially successful innovations within private early-stage and later-stage high potential growth companies.

As of March 31, 2009, AXA, a *société anonyme* organized under the laws of France and the holding company for an international group of insurance and related financial services companies, AXA Financial, Inc. (an indirect wholly-owned subsidiary of AXA, “AXA Financial”), AXA Equitable Life Insurance Company (a wholly-owned subsidiary of AXA Financial, “AXA Equitable”), and certain subsidiaries of AXA Financial and AXA, collectively referred to as “AXA and its subsidiaries”, owned approximately 1.6% of the issued and outstanding units representing assignments of beneficial ownership of limited partnership interests in Holding (“Holding Units”).

As of March 31, 2009, the ownership structure of AllianceBernstein, expressed as a percentage of general and limited partnership interests, was as follows:

AXA and its subsidiaries	63.7%
Holding	34.3
Unaffiliated holders	2.0
	<u>100.0%</u>

AllianceBernstein Corporation (an indirect wholly-owned subsidiary of AXA, “General Partner”) is the general partner of both Holding and AllianceBernstein. AllianceBernstein Corporation owns 100,000 general partnership units in Holding and a 1% general partnership interest in AllianceBernstein. Including both the general partnership and limited partnership interests in Holding and AllianceBernstein, AXA and its subsidiaries had an approximate 64.3% economic interest in AllianceBernstein as of March 31, 2009.

On January 6, 2009, AXA America Holdings, Inc., a wholly-owned subsidiary of AXA, purchased the remaining 8,160,000 AllianceBernstein Units held by SCB Partners, Inc. (a wholly-owned subsidiary of SCB Inc., formerly known as Sanford C. Bernstein Inc.).

2. Summary of Significant Accounting Policies

Basis of Presentation

The interim condensed consolidated financial statements of AllianceBernstein included herein have been prepared in accordance with the instructions to Form 10-Q pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the interim results, have been made. The preparation of the condensed consolidated financial statements requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the interim reporting periods. Actual results could differ from those estimates. The December 31, 2008 condensed consolidated statement of financial condition was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America.

Principles of Consolidation

The condensed consolidated financial statements include AllianceBernstein and its majority-owned and/or controlled subsidiaries. All significant inter-company transactions and balances among the consolidated entities have been eliminated.

Reclassifications

Effective January 1, 2009, we adopted Statement of Financial Accounting Standards No. 160 (“SFAS No. 160”), “*Noncontrolling Interests in Consolidated Financial Statements, an Amendment of ARB No. 51*”. The objective of SFAS No. 160 is to improve the relevance, comparability and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards for the noncontrolling interest in a subsidiary. The disclosure provisions for SFAS No. 160 require retrospective application for all periods presented. As a result, certain prior period amounts have been reclassified to conform to the current year presentation. These include: (i) net loss in consolidated entities attributable to non-controlling interests, previously included within general and administrative expenses, currently shown separately in the condensed consolidated statements of income, (ii) non-controlling interests in consolidated entities previously included in liabilities, currently shown as a component of total capital in the condensed consolidated statements of financial condition, and (iii) change in non-controlling interests in consolidated entities previously included within cash provided by operating activities, currently included in net cash used in financing activities in the condensed consolidated statements of cash flows.

In addition, we also reclassified unrealized losses (gains) on deferred compensation related investments previously included within other, net, currently shown separately in the condensed consolidated statements of cash flows.

Cash Distributions

AllianceBernstein is required to distribute all of its Available Cash Flow, as defined in the Amended and Restated Agreement of Limited Partnership of AllianceBernstein (“AllianceBernstein Partnership Agreement”), to its unitholders and to the General Partner. Available Cash Flow can be summarized as the cash flow received by AllianceBernstein from operations minus such amounts as the General Partner determines, in its sole discretion, should be retained by AllianceBernstein for use in its business.

The General Partner computes cash flow received from operations by determining the sum of:

- net cash provided by operating activities of AllianceBernstein,
- proceeds from borrowings and from sales or other dispositions of assets in the ordinary course of business, and
- income from investments in marketable securities, liquid investments and other financial instruments that are acquired for investment purposes and that have a value that may be readily established,

and then subtracting from this amount the sum of:

- payments in respect of the principal of borrowings, and
- amounts expended for the purchase of assets in the ordinary course of business.

On April 22, 2009, the General Partner declared a distribution of \$37.5 million, or \$0.14 per AllianceBernstein Unit, representing a distribution of Available Cash Flow for the three months ended March 31, 2009. The General Partner, as a result of its 1% general partnership interest, is entitled to receive 1% of each distribution. The distribution is payable on May 14, 2009 to holders of record on May 4, 2009.

Fees Receivable, Net

Fees receivable are shown net of allowances. An allowance for doubtful accounts related to investment advisory and services fees is determined through an analysis of the aging of receivables, assessments of collectibility based on historical trends and other qualitative and quantitative factors, including the following: our relationship with the client, the financial health (or ability to pay) of the client, current economic conditions and whether the account is closed or active.

Investments

Investments include United States Treasury Bills, unconsolidated mutual funds and limited partnership hedge funds we sponsor and manage, and investments held by a consolidated venture capital fund of which we are the general partner and in which we hold a 10% partnership interest.

Investments in United States Treasury Bills, mutual funds, and other equity and fixed income securities are classified as either trading or available-for-sale securities, in accordance with Statement of Financial Accounting Standards No. 115, “*Accounting for Certain Investments in Debt and Equity Securities*”. Trading investments are stated at fair value, based on quoted market prices, with unrealized gains and losses reported in net income. Available-for-sale investments are stated at fair value, based on quoted market prices, with unrealized gains and losses reported as a separate component of accumulated other comprehensive income in partners’ capital. Realized gains and losses on the sale of investments are included in income in the current period. Average cost is used to determine the realized gain or loss on investments sold.

We use the equity method of accounting for investments in limited partnership hedge funds in accordance with EITF D-46, “*Accounting for Limited Partnership Investments*”. The equity in earnings of our limited partnership hedge fund investments is included in investments gains and losses on the condensed consolidated statements of income.

The investments held by our consolidated venture capital fund are primarily privately held and are initially valued at cost. These investments are adjusted to fair value when changes in the underlying fair values are readily ascertainable, reflecting the occurrence of “significant developments” (i.e., business, economic, or market events that may affect a company in which an investment has been made). Adjustments to fair value are recorded as unrealized gains and losses in investment gains and losses on the condensed consolidated statements of income. There is one private equity investment which represents an approximate 12% ownership of a company that we own directly, outside of our consolidated venture capital fund. This investment is accounted for using the cost method.

Investments stated at fair value are measured in accordance with Statement of Financial Accounting Standards No. 157 (“SFAS No. 157”), “*Fair Value Measurements*” (see Note 6).

Goodwill, Net

On October 2, 2000, AllianceBernstein acquired the business and assets of SCB Inc., an investment research and management company formerly known as Sanford C. Bernstein Inc. (“Bernstein”), and assumed the liabilities of Bernstein (“Bernstein Transaction”). The purchase price consisted of a cash payment of approximately \$1.5 billion and 40.8 million newly-issued AllianceBernstein Units. The Bernstein Transaction was accounted for under the purchase method and the cost of the acquisition was allocated on the basis of the estimated fair value of the assets acquired and the liabilities assumed. The excess of the purchase price over the fair value of identifiable assets acquired resulted in the recognition of goodwill of approximately \$3.0 billion.

In accordance with Statement of Financial Accounting Standards No. 142 (“SFAS No. 142”), “*Goodwill and Other Intangible Assets*”, we test our single reporting unit annually, as of September 30, for impairment. The carrying value of goodwill is also reviewed if facts and circumstances, such as significant declines in assets under management, revenues, earnings or our Holding Unit price, occur, suggesting possible impairment. As of September 30, 2008, the impairment test indicated that goodwill was not impaired. Due to the significant declines in our assets under management and operating results in the first quarter of 2009, and the drop in our market capitalization to below book value at various times during the quarter, we reviewed goodwill for impairment as of March 31, 2009. Some of the data we reviewed included ten-day and ninety-day Holding Unit price trading ranges (with and without control premiums), comparable company multiples analysis (with control premiums), precedent transaction analysis and discounted cash flow analysis. We determined that (i) no triggering events occurred during the first quarter of 2009 that would indicate it is more likely than not that goodwill is impaired, and (ii) goodwill is not impaired as of March 31, 2009.

To the extent that securities valuations remain depressed for prolonged periods of time and market conditions stagnate or worsen, our assets under management, revenues, profitability and unit price would likely be adversely affected. As a result, subsequent impairment tests may be based upon different assumptions and future cash flow projections, which may result in an impairment of this asset. Any impairment could reduce materially the recorded amount of goodwill with a corresponding charge to our earnings.

Intangible Assets, Net

Intangible assets consist primarily of costs assigned to acquired investment management contracts of SCB Inc., less accumulated amortization. Intangible assets are recognized at fair value and are amortized on a straight-line basis over their estimated useful life of approximately 20 years. The gross carrying amount and accumulated amortization of intangible assets subject to amortization totaled \$414.3 million and \$176.0 million, respectively, as of March 31, 2009 and \$414.3 million and \$155.3 million, respectively, as of March 31, 2008. Amortization expense was \$5.2 million for each of the three months ended March 31, 2009 and 2008, and estimated annual amortization expense for each of the next five years is approximately \$20.7 million.

Management tests intangible assets for impairment quarterly. A present value technique is applied to expected cash flows to estimate the fair value of intangible assets. Estimated fair value is then compared to the recorded book value to determine whether impairment is indicated. The key assumptions used in the estimates include attrition factors of customer accounts, asset growth rates, direct expenses and fee rates included in management’s current business plan and our weighted average cost of capital of 13.4% for the discount rate. In determining these estimates, we choose assumptions based on actual historical trends that may or may not occur in the future. Management has determined that intangible assets were not impaired as of March 31, 2009.

If securities valuations remain depressed for prolonged periods of time and market conditions stagnate or worsen, our assets under management and revenues from these investment management contracts would likely be adversely affected. As a result, certain triggering events, including impairment of our goodwill, may occur requiring more frequent testing for impairment of intangibles. Such tests may be based upon different assumptions, which could result in an impairment of this asset. Any impairment could reduce materially the recorded amount of intangible assets with a corresponding charge to our earnings.

Deferred Sales Commissions, Net

We pay commissions to financial intermediaries in connection with the sale of shares of open-end company-sponsored mutual funds sold without a front-end sales charge (“back-end load shares”). These commissions are capitalized as deferred sales commissions and amortized over periods not exceeding five and one-half years for U.S. fund shares and four years for non-U.S. fund shares, the periods of time during which deferred sales commissions are generally recovered. We recover these commissions from distribution services fees received from those funds and from contingent deferred sales commissions (“CDSC”) received from shareholders of those funds upon the redemption of their shares. CDSC cash recoveries are recorded as reductions of unamortized deferred sales commissions when received. Effective January 31, 2009, back-end load shares are no longer offered by our U.S. funds. Management tests the deferred sales commission asset for recoverability quarterly and determined that the balance as of March 31, 2009 was not impaired.

Loss Contingencies

With respect to all significant litigation matters, we consider the likelihood of a negative outcome. If we determine the likelihood of a negative outcome is probable, and the amount of the loss can be reasonably estimated, we record an estimated loss for the expected outcome of the litigation as required by Statement of Financial Accounting Standards No. 5, “*Accounting for Contingencies*”, and Financial Accounting Standards Board (“FASB”) Interpretation No. 14, “*Reasonable Estimation of the Amount of a Loss – an interpretation of FASB Statement No. 5*”. If the likelihood of a negative outcome is reasonably possible and we are able to determine an estimate of the possible loss or range of loss, we disclose that fact together with the estimate of the possible loss or range of loss. However, it may be difficult to predict the outcome or estimate a possible loss or range of loss because litigation is subject to inherent uncertainties, particularly when plaintiffs allege substantial or indeterminate damages, or when the litigation is highly complex or broad in scope. In such cases, we disclose that we are unable to predict the outcome or estimate a possible loss or range of loss.

Revenue Recognition

Investment advisory and services fees, generally calculated as a percentage of assets under management (“AUM”), are recorded as revenue as the related services are performed. Certain investment advisory contracts, including those associated with hedge funds, provide for a performance-based fee, in addition to or in lieu of a base fee, which is calculated as either a percentage of absolute investment results or a percentage of investment results in excess of a stated benchmark over a specified period of time. Performance-based fees are recorded as a component of revenue at the end of each contract’s measurement period.

We calculate AUM using established fair valuation methodologies, including market based valuation methods and fair valuation methods. Market based valuation methods include: last sale/settle prices from an exchange for actively traded listed equities, options and futures; evaluated bid prices from standard pricing vendors for fixed income, asset-backed or mortgage-backed issues; mid prices from standard pricing vendors and brokers for credit default swaps; and quoted bids or spreads from pricing vendors and brokers for other derivative products. Fair valuation methods include discounted cash flow models, evaluation of assets vs. liabilities or any other methodology that is validated and approved by our Valuation Committee (“Committee”). Fair valuation methods are used only where AUM cannot be valued using market based valuation methods, such as in the case of private equity or illiquid securities. Fair valued investments typically make up less than 1% of our total AUM. Recent market volatility has not had a significant effect on our ability to acquire market data and, accordingly, our ability to use market based valuation methods.

The Committee, which is composed of senior officers and employees and is chaired by our Chief Risk Officer, is responsible for overseeing the pricing and valuation of all investments held in client portfolios. The Committee has adopted a Statement of Pricing Policies describing principles and policies that apply to pricing and valuing investments held in client portfolios. We have also established a Pricing Group, which reports to the Committee. The Committee has delegated to the Pricing Group responsibility for monitoring the pricing process for all investments held in client portfolios.

Institutional research services revenue consists of brokerage transaction charges received by Sanford C. Bernstein & Co., LLC (“SCB LLC”) and Sanford C. Bernstein Limited (“SCBL”), each a wholly-owned subsidiary of AllianceBernstein, for independent research and brokerage-related services provided to institutional investors. Brokerage transaction charges earned and related expenses are recorded on a trade-date basis. Distribution revenues, shareholder servicing fees, and dividend and interest income are accrued as earned.

Deferred Compensation Plans

We maintain several unfunded, non-qualified deferred compensation plans under which annual awards to employees are generally made in the fourth quarter. Participants allocate their awards: (i) among notional investments in Holding Units, certain of the investment services we provide to our clients, and a money market fund, or (ii) in options to acquire Holding Units. We typically purchase the investments that are notionally elected by the participants and hold such investments in a consolidated rabbi trust or custodial account. Awards generally vest over four years but can vest as soon as immediately depending on the terms of the individual award, the age of the participant, or as was the case of our former Chairman and CEO, the terms of his employment agreement. Upon vesting, awards are distributed to participants unless they have made a voluntary long-term election to defer receipt. Quarterly cash distributions on unvested Holding Units for which a long-term deferral election has not been made are paid currently to participants. Quarterly cash distributions on notional investments in Holding Units and income credited on notional investments in our investment services or the money market fund for which a long-term deferral election has been made are reinvested and distributed as elected by participants.

Compensation expense for awards under the plans, including changes in participant account balances resulting from gains and losses on notional investments (other than in Holding Units and options to acquire Holding Units), is recognized on a straight-line basis over the applicable vesting periods. Mark-to-market gains or losses on investments (other than in Holding Units and options to acquire Holding Units) are recognized currently as investment gains (losses) in the consolidated statements of income. In addition, our equity in the earnings of investments in limited partnership hedge funds is recognized currently as investment gains (losses) in the condensed consolidated statements of income.

Compensatory Unit Awards and Option Plans

In accordance with Statement of Financial Accounting Standards No. 123 (revised 2004) ("SFAS No. 123-R"), "Share Based Payment", we recognize compensation expense related to grants of unit awards and options in the financial statements. Under the fair value method, compensatory expense is measured at the grant date based on the estimated fair value of the award and is recognized over the vesting period. Fair value of unit awards is the grant date unit price; fair value of options is determined using the Black-Scholes option valuation model. New Holding Units are issued upon exercise of options to buy Holding Units.

Variable Interest Entities

In accordance with FASB Interpretation No. 46 (revised December 2003) ("FIN 46-R"), "Consolidation of Variable Interest Entities", management reviews quarterly its management agreements and its investments in, and other financial arrangements with, certain entities that hold client assets under management to determine the entities that the company is required to consolidate under FIN 46-R. These entities include certain mutual fund products, hedge funds, structured products, group trusts, collective investment trusts and limited partnerships.

We earn investment management fees on client assets under management of these entities, but we derive no other benefit from these assets and cannot use them in our operations.

As of March 31, 2009, we have significant variable interests in certain structured products and hedge funds with approximately \$47.9 million in client assets under management. However, these variable interest entities do not require consolidation because management has determined that we are not the primary beneficiary of the expected losses or expected residual returns of these entities. Our maximum exposure to loss in these entities is limited to our investments of \$0.1 million in these entities.

3. Cash and Securities Segregated Under Federal Regulations and Other Requirements

As of March 31, 2009, \$2.2 billion of United States Treasury Bills were segregated in a special reserve bank custody account for the exclusive benefit of brokerage customers of SCB LLC under Rule 15c3-3 of the Securities Exchange Act of 1934, as amended ("Exchange Act").

AllianceBernstein Investments, Inc. ("AllianceBernstein Investments"), a wholly-owned subsidiary of AllianceBernstein and the distributor of company-sponsored mutual funds, maintains several special bank accounts for the exclusive benefit of customers. As of March 31, 2009, \$27.8 million of cash was segregated in these bank accounts.

4. Net Income Per Unit

Basic net income per unit is derived by reducing net income for the 1% general partnership interest and dividing the remaining 99% by the basic weighted average number of units outstanding for each period. Diluted net income per unit is derived by reducing net income for the 1% general partnership interest and dividing the remaining 99% by the total of the basic weighted average number of units outstanding and the dilutive unit equivalents resulting from outstanding compensatory options to buy Holding Units as follows:

	Three Months Ended March 31,	
	2009	2008
	(in thousands, except per unit amounts)	
Net income attributable to AllianceBernstein Unitholders	\$ 36,851	\$ 247,443
Weighted average units outstanding - basic	264,932	260,627
Dilutive effect of compensatory options to buy Holding Units	—	316
Weighted average units outstanding - diluted	264,932	260,943
Basic net income per AllianceBernstein Unit	\$ 0.14	\$ 0.94
Diluted net income per AllianceBernstein Unit	\$ 0.14	\$ 0.94

As of March 31, 2009 and 2008, we excluded, respectively, 12,822,155 and 3,667,552 out-of-the-money options (i.e., options with an exercise price greater than the weighted average closing price of a unit for the relevant period) from the diluted net income per unit computation due to their anti-dilutive effect.

5. Investments

Investments consist of:

	March 31, 2009	December 31, 2008
	(in thousands)	
Available-for-sale	\$ 7,407	\$ 7,566
Trading:		
Deferred compensation related	326,524	238,136
United States Treasury Bills	22,692	52,694
Other	34,460	31,717
Investments in limited partnership hedge funds:		
Deferred compensation related	63,637	67,673
Other	1,799	2,191
Private equity investments	171,396	176,823
Other investments	1,368	1,043
Total investments	\$ 629,283	\$ 577,843

Total investments related to deferred compensation obligations of \$390.2 million and \$305.8 million as of March 31, 2009 and December 31, 2008, respectively, consist of company-sponsored mutual funds and limited partnership hedge funds. We typically purchase the investments that are notionally elected by deferred compensation plan participants and maintain them in a consolidated rabbi trust or custodial account. The rabbi trust and separate custodial account enable us to transfer investments and hold such investments separate from other general corporate assets for the purpose of paying future participant obligations. The investments held in the rabbi trust and custodial account remain available to the general creditors of AllianceBernstein. For awards made in December 2008 and thereafter, we will continue to deposit into the rabbi trust Holding Units in which participants notionally invested a portion of their awards. The portion of their awards notionally invested in mutual fund shares or the money market fund, which was previously deposited into the rabbi trust, will be deposited into the custodial account.

The underlying investments of the hedge funds in which we invest include long and short positions in equity securities, fixed income securities (including various agency and non-agency asset-based securities), currencies, commodities and derivatives (including various swaps and forward contracts). Such investments are valued at quoted market prices or, where quoted market prices are not available, are fair valued based on the pricing policies and procedures of the underlying funds.

We purchase United States Treasury Bills for transfer into a special reserve bank custody account for the exclusive benefit of brokerage customers of SCB LLC when required by Rule 15c3-3 of the Exchange Act (*see Note 3*).

6. Fair Value

In accordance with SFAS No. 157, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date. The three broad levels of fair value hierarchy established by SFAS No. 157 are as follows:

- Level 1 – Quoted prices in active markets are available for identical assets or liabilities as of the reported date.
- Level 2 – Quoted prices in markets that are not active or other pricing inputs that are either directly or indirectly observable as of the reported date.
- Level 3 – Prices or valuation techniques that are both significant to the fair value measurement and unobservable as of the reported date. These financial instruments do not have two-way markets and are measured using management’s best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

Assets Measured at Fair Value on a Recurring Basis

The following table summarizes the valuation of our financial instruments by SFAS No. 157 pricing observability levels as of March 31, 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	(in thousands)			
Cash equivalents	\$ 185,950	\$ —	\$ —	\$ 185,950
Securities segregated	—	2,194,399	—	2,194,399
Receivables from brokers and dealers	(485)	91	—	(394)
Investments – available-for-sale	7,407	—	—	7,407
Investments – trading				
Mutual fund investments	325,254	—	—	325,254
Equity and fixed income securities	28,504	6,726	500	35,730
U.S. Treasury bills	—	22,692	—	22,692
Investments – private equity	4,042	—	157,355	161,397
Total assets measured at fair value	\$ 550,672	\$ 2,223,908	\$ 157,855	\$ 2,932,435
Payables to brokers and dealers	\$ 383	\$ —	\$ —	\$ 383
Total liabilities measured at fair value	\$ 383	\$ —	\$ —	\$ 383

The following table summarizes the valuation of our financial instruments by SFAS No. 157 pricing observability levels as of December 31, 2008:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	(in thousands)			
Cash equivalents	\$ 184,404	\$ —	\$ —	\$ 184,404
Securities segregated	—	2,524,698	—	2,524,698
Receivables from brokers and dealers	(46)	680	—	634
Investments – available-for-sale	7,566	—	—	7,566
Investments – trading				
Mutual fund investments	237,529	—	—	237,529
Equity and fixed income securities	25,027	6,874	423	32,324
U.S. Treasury bills	—	52,694	—	52,694
Investments – private equity	4,694	—	162,129	166,823
Total assets measured at fair value	\$ 459,174	\$ 2,584,946	\$ 162,552	\$ 3,206,672
Payables to brokers and dealers	\$ 167	\$ —	\$ —	\$ 167
Total liabilities measured at fair value	\$ 167	\$ —	\$ —	\$ 167

Following is a description of the fair value methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy:

- Cash equivalents: We invest excess cash in various money market funds that are valued based on quoted prices in active markets; as such these are included in Level 1 of the valuation hierarchy.
- Securities segregated: United States Treasury Bills segregated in a special reserve bank custody account as required by Rule 15c3-3 of the Exchange Act. As these securities are valued based on quoted yields in secondary markets, we have included them in Level 2 of the valuation hierarchy.
- Receivables from brokers and dealers: We hold several exchange traded futures and currency forward contracts with counterparties that are included in Level 1 and Level 2, respectively, of the valuation hierarchy.
- Investments – available-for-sale and trading: Our available-for-sale investments consist principally of company-sponsored mutual funds with exchange listed net asset values, and our trading investments mainly comprise company-sponsored mutual funds with exchange listed net asset values, United States Treasury Bills, and various separately managed portfolios consisting primarily of equity securities with quoted prices in active markets. As such, these investments are included in Level 1 or Level 2 of the valuation hierarchy. Trading investments also include a separately managed portfolio of fixed income securities that are included in Level 2 or Level 3 of the valuation hierarchy.

- **Investments — private equity:** The valuation of non-public private equity investments held by a consolidated venture capital fund requires significant management judgment due to the absence of quoted market prices, inherent lack of liquidity, and the long-term nature of such investments. Private equity investments are valued initially at cost. The carrying values of private equity investments are adjusted either up or down from the transaction price to reflect expected exit values as evidenced by financing and sale transactions with third parties, or when determination of a valuation adjustment is confirmed through ongoing review in accordance with our valuation policies and procedures. A variety of factors are reviewed and monitored to assess positive and negative changes in valuation including, but not limited to, current operating performance and future expectations of investee companies, industry valuations of comparable public companies, changes in market outlook, and the third party financing environment over time. In determining valuation adjustments resulting from the investment review process, particular emphasis is placed on current company performance and market conditions. Non-public equity investments are included in Level 3 of the valuation hierarchy because they trade infrequently and, therefore, the fair value is unobservable. Publicly-traded equity investments are included in Level 1 of the valuation hierarchy.
- **Payables to brokers and dealers:** Securities sold, but not yet purchased, are included in Level 1 of the valuation hierarchy.

The following table summarizes the change in carrying value associated with Level 3 financial instruments carried at fair value during the first quarter of 2009 and 2008:

	Three Months Ended March 31,	
	2009	2008
	(in thousands)	
Balance as of beginning of period	\$ 162,552	\$ 125,020
Transfer (out) in, net	(20)	—
Purchases (sales), net	604	7,027
Realized (losses) gains, net	(22)	—
Unrealized (losses) gains, net	(5,259)	205
Balance as of end of period	\$ 157,855	\$ 132,252

Realized and unrealized gains and losses on Level 3 financial instruments are recorded in investment gains and losses on the condensed consolidated statements of income.

Assets Measured at Fair Value on a Nonrecurring Basis

In accordance with FASB Staff Position No. 157-2 (“FSP No. 157-2”), we adopted SFAS No. 157 for nonfinancial assets and nonfinancial liabilities on January 1, 2009. There were no impairments recognized for goodwill, intangible assets or other long-lived assets for the three months ended March 31, 2009.

7. Commitments and Contingencies

Deferred Sales Commission Asset

Payments of sales commissions made by AllianceBernstein Investments to financial intermediaries in connection with the sale of back-end load shares under our mutual fund distribution system (the “System”) are capitalized as deferred sales commissions (“deferred sales commission asset”) and amortized over periods not exceeding five and one-half years for U.S. fund shares and four years for non-U.S. fund shares, the periods of time during which the deferred sales commission asset is expected to be recovered. CDSC cash recoveries are recorded as reductions of unamortized deferred sales commissions when received. The amount recorded for the net deferred sales commission asset was \$101.8 million as of March 31, 2009. Payments of sales commissions made by AllianceBernstein Investments to financial intermediaries in connection with the sale of back-end load shares under the System, net of CDSC received of \$3.4 million and \$6.5 million, totaled approximately \$3.1 million and \$8.6 million during the three months ended March 31, 2009 and 2008, respectively. Effective January 31, 2009, back-end load shares are no longer offered to new investors in U.S. funds.

Management tests the deferred sales commission asset for impairment quarterly by comparing undiscounted future cash flows to the recorded value, net of accumulated amortization. Significant assumptions utilized to estimate the company's future average assets under management and undiscounted future cash flows from back-end load shares are updated quarterly and include expected future market levels and redemption rates. Market assumptions are selected using a long-term view of expected average market returns based on historical returns of broad market indices. As of March 31, 2009, management used average market return assumptions of 5% for fixed income securities and 8% for equities to estimate annual market returns. Higher actual average market returns would increase undiscounted future cash flows, while lower actual average market returns would decrease undiscounted future cash flows. Future redemption rate assumptions range from 23% to 25% for U.S. fund shares and 21% to 42% for non-U.S. fund shares. These assumptions are determined by reference to actual redemption experience over the five-year, three-year, one-year and current periods ended March 31, 2009, calculated as a percentage of our average assets under management represented by back-end load shares. An increase in the actual rate of redemptions would decrease undiscounted future cash flows, while a decrease in the actual rate of redemptions would increase undiscounted future cash flows. These assumptions are reviewed and updated quarterly. Estimates of undiscounted future cash flows and the remaining life of the deferred sales commission asset are made from these assumptions and the aggregate undiscounted future cash flows are compared to the recorded value of the deferred sales commission asset. As of March 31, 2009, management determined that the deferred sales commission asset was not impaired. However, if higher redemption rates continue in 2009, this asset may become impaired. If management determines in the future that the deferred sales commission asset is not recoverable, an impairment condition would exist and a loss would be measured as the amount by which the recorded amount of the asset exceeds its estimated fair value. Estimated fair value is determined using management's best estimate of future cash flows discounted to a present value amount.

During the three months ended March 31, 2009, U.S. equity markets declined by approximately 11.0% as measured by the change in the Standard & Poor's 500 Stock Index and U.S. fixed income markets increased by approximately 0.1% as measured by the change in the Barclays Aggregate Bond Index. The redemption rate for domestic back-end load shares was 24.8% during the three months ended March 31, 2009. Changes in non-U.S. capital markets for the three months ended March 31, 2009 have ranged from a 0.9% increase to a 13.9% decrease as measured by the MSCI World, Emerging Market and EAFE Indices. The redemption rate for non-U.S. back-end load shares was 21.5% during the three months ended March 31, 2009. Declines in financial markets or higher redemption levels, or both, as compared to the assumptions used to estimate undiscounted future cash flows, as described above, could result in the impairment of the deferred sales commission asset. Due to the volatility of the capital markets and changes in redemption rates, management is unable to predict whether or when a future impairment of the deferred sales commission asset might occur. Any impairment would reduce materially the recorded amount of the deferred sales commission asset with a corresponding charge to earnings.

Legal Proceedings

On October 2, 2003, a purported class action complaint entitled *Hindo, et al. v. AllianceBernstein Growth & Income Fund, et al.* ("Hindo Complaint") was filed against, among others, AllianceBernstein, Holding and the General Partner. The Hindo Complaint alleges that certain defendants failed to disclose that they improperly allowed certain hedge funds and other unidentified parties to engage in "late trading" and "market timing" of certain of our U.S. mutual fund securities, violating various securities laws.

Following October 2, 2003, additional lawsuits making factual allegations generally similar to those in the Hindo Complaint were filed in various federal and state courts against AllianceBernstein and certain other defendants. On September 29, 2004, plaintiffs filed consolidated amended complaints with respect to four claim types: mutual fund shareholder claims; mutual fund derivative claims; derivative claims brought on behalf of Holding; and claims brought under the Employee Retirement Income Security Act of 1974, as amended ("ERISA") by participants in the Profit Sharing Plan for Employees of AllianceBernstein.

On April 21, 2006, AllianceBernstein and attorneys for the plaintiffs in the mutual fund shareholder claims, mutual fund derivative claims, and ERISA claims entered into a confidential memorandum of understanding containing their agreement to settle these claims. The agreement will be documented by a stipulation of settlement and will be submitted for court approval at a later date. The settlement amount (\$30 million), which we previously expensed and disclosed, has been disbursed. The derivative claims brought on behalf of Holding, in which plaintiffs seek an unspecified amount of damages, remain pending.

We intend to vigorously defend against the lawsuit involving derivative claims brought on behalf of Holding. At the present time, we are unable to predict the outcome or estimate a possible loss or range of loss in respect of this matter because of the inherent uncertainty regarding the outcome of complex litigation, and the fact that the plaintiffs did not specify an amount of damages sought in their complaint.

We are involved in various other matters, including regulatory inquiries, administrative proceedings and litigation, some of which allege significant damages. While any inquiry, proceeding or litigation has the element of uncertainty, management believes that the outcome of any one of the other regulatory inquiries, administrative proceedings, lawsuits or claims that is pending or threatened, or all of them combined, will not have a material adverse effect on our results of operations or financial condition.

8. Qualified Employee Benefit Plans

We maintain a qualified profit sharing plan (the “Profit Sharing Plan”) covering U.S. employees and certain foreign employees. Employer contributions are discretionary and generally limited to the maximum amount deductible for federal income tax purposes.

We maintain several defined contribution plans for foreign employees in the United Kingdom, Australia, New Zealand, Japan and other foreign entities. Employer contributions are generally consistent with regulatory requirements and tax limits. Defined contribution expense for foreign entities was \$2.0 million and \$3.1 million during the three months ended March 31, 2009 and 2008, respectively.

We maintain a qualified, noncontributory, defined benefit retirement plan (“Retirement Plan”) covering current and former employees who were employed by AllianceBernstein in the United States prior to October 2, 2000. Benefits are based on years of credited service, average final base salary (as defined), and primary Social Security benefits. As of December 31, 2008, the Retirement Plan was changed to provide that the participants will not accrue any additional benefits (i.e., service and compensation after December 31, 2008 will not be taken into account in determining participants’ retirement benefits). Our policy is to satisfy our funding obligation for each year in an amount not less than the minimum required by ERISA and not greater than the maximum amount we can deduct for federal income tax purposes.

In April 2009, we contributed \$12.0 million to the Retirement Plan and currently intend to contribute an additional \$1.5 million to the Retirement Plan later this year. Contribution estimates, which are subject to change, are based on regulatory requirements, future market conditions and assumptions used for actuarial computations of the Retirement Plan’s obligations and assets. Management, at the present time, is unable to determine the amount, if any, of additional future contributions that may be required.

Net expense under the Retirement Plan consisted of:

	Three Months Ended March	
	2009	2008
	(in thousands)	
Service cost	\$ —	\$ 792
Interest cost on projected benefit obligations	1,098	1,241
Expected return on plan assets	(769)	(1,148)
Amortization of prior service credit	—	(109)
Recognized actuarial loss	109	—
Amortization of transition asset	(36)	(36)
Net pension charge	\$ 402	\$ 740

9. Units Outstanding

The following table summarizes the activity in units during the first three months of 2009:

Outstanding as of December 31, 2008	263,717,610
Options to buy Holding Units exercised	—
Holding Units issued	1,587,114
Holding Units awarded	46,163
Holding Units forfeited	(868)
Outstanding as of March 31, 2009	265,350,019

Holding Units issued pertain to Holding Units we issued to fund deferred compensation plan elections by participants. Holding Units awarded and Holding Units forfeited pertain to restricted Holding Unit awards to independent members of the Board of Directors and Century Club Plan Holding Unit awards to AllianceBernstein employees whose primary responsibilities are to assist in the distribution of company-sponsored mutual funds and who meet certain sales targets.

10. Income Taxes

AllianceBernstein is a private partnership for federal income tax purposes and, accordingly, is not subject to federal and state corporate income taxes. However, AllianceBernstein is subject to a 4.0% New York City unincorporated business tax (“UBT”). Domestic corporate subsidiaries of AllianceBernstein, which are subject to federal, state and local income taxes, are generally included in the filing of a consolidated federal income tax return with separate state and local income tax returns being filed. Foreign corporate subsidiaries are generally subject to taxes in the foreign jurisdictions where they are located.

In order to preserve AllianceBernstein's status as a private partnership for federal income tax purposes, AllianceBernstein Units must not be considered publicly traded. The AllianceBernstein Partnership Agreement provides that all transfers of AllianceBernstein Units must be approved by AXA Equitable and the General Partner; AXA Equitable and the General Partner approve only those transfers permitted pursuant to one or more of the safe harbors contained in relevant treasury regulations. If such units were considered readily tradable, AllianceBernstein's net income would be subject to federal and state corporate income tax. Furthermore, should AllianceBernstein enter into a substantial new line of business, Holding, by virtue of its ownership of AllianceBernstein, would lose its status as a "grandfathered" publicly-traded partnership and would become subject to corporate income tax which would reduce materially Holding's net income and its quarterly distributions to Holding Unitholders.

Our income tax provision for the first quarter of 2009 includes a \$3.4 million entry relating to an under-accrual of foreign taxes in the fourth quarter of 2008. This adjusting entry was not material to the income tax provision or income tax liability in our condensed consolidated financial statements or to the results of operations and financial condition in any prior reporting period.

11. Debt

Total credit available, debt outstanding and weighted average interest rates as of March 31, 2009 and December 31, 2008 were as follows:

	March 31, 2009			December 31, 2008		
	Credit Available	Debt Outstanding	Interest Rate	Credit Available	Debt Outstanding	Interest Rate
	(in millions)					
Revolving credit facility ⁽¹⁾	\$ 704.1	\$ —	—%	\$ 715.2	\$ —	—%
Commercial paper ⁽¹⁾⁽²⁾	295.9	295.9	0.7	284.8	284.8	1.8
Total revolving credit facility ⁽¹⁾	1,000.0	295.9	0.7	1,000.0	284.8	1.8
Revolving credit facility –SCB LLC	950.0	50.0	0.3	950.0	—	—
Uncommitted bank loan ⁽³⁾	—	16.0	1.0	—	—	—
Total	\$ 1,950.0	\$ 361.9	0.6	\$ 1,950.0	\$ 284.8	1.8

(1) Our \$1.0 billion revolving credit facility supports our commercial paper program; amounts borrowed under the commercial paper program reduce amounts available for direct borrowing under the revolving credit facility on a dollar-for-dollar basis.

(2) Commercial paper outstanding is short-term in nature, and as such, book value approximates fair value.

(3) As of March 31, 2009, SCB LLC maintained four separate uncommitted credit facilities with various banks totaling \$525 million, a decrease from five facilities totaling \$775 million as of December 31, 2008 as a result of general credit tightening.

We have a \$1.0 billion five-year revolving credit facility with a group of commercial banks and other lenders which expires in 2011. The revolving credit facility is intended to provide back-up liquidity for our \$1.0 billion commercial paper program, although we borrow directly under the facility from time to time. Our interest rate, at our option, is a floating rate generally based upon a defined prime rate, a rate related to the London Interbank Offered Rate (“LIBOR”) or the Federal Funds rate. The revolving credit facility contains covenants which, among other things, require us to meet certain financial ratios. We were in compliance with the covenants as of March 31, 2009.

SCB LLC has a \$950 million three-year revolving credit facility with a group of commercial banks to fund its obligations resulting from engaging in certain securities trading and custody activities for private clients. Under the revolving credit facility, the interest rate, at the option of SCB LLC, is a floating rate generally based upon a defined prime rate, a rate related to LIBOR or the Federal Funds rate.

AllianceBernstein and AXA executed guarantees in regard to the \$950 million SCB LLC facility. In the event SCB LLC is unable to meet its obligations, AllianceBernstein or AXA will pay the obligations when due or on demand. AllianceBernstein will reimburse AXA to the extent AXA must pay on its guarantee. This agreement is continuous and remains in effect until the later of payment in full of any such obligation under the credit facility has been made or the maturity date.

12. Comprehensive Income

Comprehensive income consisted of:

	Three Months Ended March 31,	
	2009	2008
	(in thousands)	
Net income attributable to AllianceBernstein Unitholders	\$ 36,851	\$ 247,443
Other comprehensive income (loss), net of tax:		
Unrealized gains (losses) on investments	538	(3,006)
Foreign currency translation adjustment	(5,323)	10,626
Changes in retirement plan related items	73	(166)
Comprehensive income	32,139	254,897
Comprehensive (loss) in consolidated entities attributable to non-controlling interests	(5,448)	(2,642)
Comprehensive income attributable to AllianceBernstein Unitholders	\$ 26,691	\$ 252,255

13. Changes in Capital

Changes in capital consisted of:

	Partners' Capital Attributable to AllianceBernstein Unitholders	Non- Controlling Interests In Consolidated Entities (in thousands)	Total Capital
Balance as of December 31, 2008	\$ 4,317,659	\$ 169,167	\$ 4,486,826
Comprehensive income (loss):			
Net income (loss)	36,851	(5,340)	31,511
Other comprehensive income (loss), net of tax:			
Unrealized gains (losses) on investments	538	(156)	382
Foreign currency translation adjustment	(5,323)	48	(5,275)
Changes in retirement plan related items	73	—	73
Comprehensive income (loss)	32,139	(5,448)	26,691
Cash distributions	(99,154)	—	(99,154)
Capital contributions	897	5,505	6,402
Compensation-related transactions	15,543	—	15,543
Balance as of March 31, 2009	\$ 4,267,084	\$ 169,224	\$ 4,436,308

14. Accounting Pronouncements

In December 2008, the FASB issued Staff Position No. 132(R)-1 ("FSP No. 132(R)-1"), which requires companies to disclose information about fair value measurements of retirement plan assets that would be similar to the disclosures about fair value measurements required by SFAS No. 157. The provisions of FSP No. 132(R)-1 are effective for fiscal years ending after December 15, 2009. FSP No. 132(R)-1 is not expected to have a material impact on our consolidated financial statements.

In April 2009, the FASB issued Staff Position No. 157-4 ("FSP No. 157-4"), which relates to determining fair values when there is no active market or where the price inputs being used represent distressed sales. FSP No. 157-4 reaffirms the need to use judgment to ascertain if a formerly active market has become inactive and in determining fair values when markets have become inactive. The provisions of FSP No. 157-4 are effective for interim and annual periods ending after June 15, 2009. FSP No. 157-4 is not expected to have a material impact on our consolidated financial statements.

In April 2009, the FASB issued Staff Position No. 107-1 ("FSP No. 107-1") and APB Opinion No. 28-1 ("APB No. 28-1"), which relate to fair value disclosures for any financial instruments that are not currently reflected on the balance sheet of companies at fair value. Prior to FSP No. 107-1, fair values for these assets and liabilities were only disclosed once a year. FSP No. 107-1 and APB No. 28-1 require these disclosures on a quarterly basis, providing qualitative and quantitative information about fair value estimates for all those financial instruments not measured on the balance sheet at fair value. The provisions of FSP No. 107-1 and APB No. 28-1 are effective for interim and annual periods ending after June 15, 2009. FSP No. 107-1 and APB No. 28-1 are not expected to have a material impact on our consolidated financial statements.

In April 2009, the FASB issued Staff Positions No. 115-2 ("FSP No. 115-2") and No. 124-2 ("FSP No. 124-2"), which relate to other-than-temporary impairments and is intended to bring greater consistency to the timing of impairment recognition, and provide greater clarity to investors about the credit and noncredit components of impaired debt securities that are not expected to be sold. The provisions of FSP No. 115-2 and FSP No. 124-2 are effective for interim and annual periods ending after June 15, 2009. FSP No. 115-2 and FSP No. 124-2 are not expected to have a material impact on our consolidated financial statements.

Report of Independent Registered Public Accounting Firm

To the General Partner and Unitholders
AllianceBernstein L.P.

We have reviewed the accompanying condensed consolidated statement of financial condition of AllianceBernstein L.P. ("AllianceBernstein") as of March 31, 2009, the related condensed consolidated statements of income for the three-month periods ended March 31, 2009 and 2008, and the condensed consolidated statements of cash flows for the three-month periods ended March 31, 2009 and 2008. These interim financial statements are the responsibility of the management of AllianceBernstein Corporation, the General Partner.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of financial condition as of December 31, 2008, and the related consolidated statements of income, of changes in partners' capital and comprehensive income, and of cash flows for the year then ended (not presented herein), and in our report dated February 20, 2009, we expressed an unqualified opinion on those consolidated financial statements. As discussed in Note 2 to the accompanying condensed consolidated financial statements, AllianceBernstein changed its method of accounting for non-controlling interests in consolidated entities. The accompanying condensed consolidated statement of financial condition as of December 31, 2008 reflects this change.

/s/ PricewaterhouseCoopers LLP
New York, New York
May 8, 2009

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Executive Overview

Returns during the first quarter of 2009 were negative across most global equity markets, while fixed income returns were generally neutral. Although still negative on an absolute basis, the majority of our investment services, especially growth equity and fixed income, provided solid relative performance for our clients when compared to benchmarks, as investors began to increase their appetite for risk, albeit modestly. While economic and market conditions remain extremely challenging, we were encouraged that our fundamental bottoms-up stock selection resulted in positive relative performance for most of our clients during the first quarter. Furthermore, we believe our research is identifying resilient companies even in a weak economy.

In the first quarter of 2009, our total client assets under management ("AUM") fell \$51.3 billion, or 11.1%, driven by market depreciation of \$31.1 billion and net outflows of \$20.2 billion. Net outflows for the quarter slowed somewhat from \$23.2 billion during the fourth quarter of 2008, as lower Retail net outflows were partially offset by slightly higher Institutional Investments net outflows. Furthermore, our AUM mix continues to shift more towards fixed income AUM, which currently comprises 42.1% of our total AUM versus 27.6% just one year ago. On the other hand, equity AUM as a percentage of our total AUM has declined from 69.6% to 52.0% over the past year. This shift affects our overall fee realization rate as Fixed Income Services generally have lower fees than Equity Services.

Institutional Investment Services AUM declined \$33.6 billion, or 11.5%, to \$257.8 billion during the quarter with market depreciation of \$20.4 billion and net outflows of \$13.4 billion. Sales of new mandates remained tepid, although we did see a slight increase in March. Clients continue to terminate mandates, primarily due to poor absolute and relative performance. Our pipeline of won but unfunded mandates fell to \$4 billion from \$8 billion at the end of 2008.

Retail Services AUM declined \$10.7 billion, or 10.6%, driven mostly by market depreciation of \$7.2 billion. Net outflows slowed to \$3.5 billion versus \$9.0 billion in the fourth quarter of 2008. We attribute this improvement to both higher sales, primarily in Asia with higher value-added fixed income funds, and lower redemptions.

Private Client Services AUM declined \$7.0 billion, or 10.0%, to \$62.0 billion. Net outflows slowed somewhat and included approximately \$900 million in hedge fund redemptions, while sales of new accounts were flat versus the fourth quarter of 2008. Market depreciation during the first quarter of \$3.5 billion represented 5% of the quarter's beginning AUM – a reflection of the effectiveness of our asset allocation services. Although we continue to meet with new client prospects regularly, we may see little movement of assets into actively managed accounts during these uncertain times. Financial advisor headcount fell 5% sequentially to 285 as a result of our reduction in force as well as attrition, but we are hiring a new class of advisors scheduled to commence training in June of this year.

Institutional Research Services revenues were down 10.7% to \$105.6 million versus the first quarter of 2008, primarily the result of lower trading activity by hedge fund clients. However, we believe we continue to gain share and saw strength among our long-only clients as well as in our low-touch, electronic trading platform, which grew compared to the prior year quarter. We believe that we are well positioned to capture market share in the current environment and will therefore continue to invest in strategic upgrades and extensions of our products and capabilities. For example, during the first quarter, we had six new sector analysts initiate coverage.

We continue to pursue opportunities to serve as an advisor to the various U.S. government-sponsored financial assistance programs. In fact, the U.S. Department of Treasury recently announced its selection of AllianceBernstein as one of its advisors under the Emergency Economic Stabilization Act. We look forward to the opportunity to serve the Treasury and assist it in ensuring that U.S. taxpayers' assets are managed in a prudent and transparent manner.

With AUM down over 44% since the first quarter of 2008, revenues are down \$431.4 million, or 41.9%, quarter-over-quarter, to \$597.6 million driven primarily by advisory fees that fell 45.6%, or \$372.2 million, and asset-based distribution revenue that fell 46.9%, or \$51.2 million. During the first quarter of 2009, we recorded losses of \$28 million on investments related to employee deferred compensation, a decrease of \$30 million versus the first quarter of 2008 due to lower 2009 investment balances. Operating expenses declined \$195.0 million, or 25.7%, compared to the first quarter of 2008. The decline resulted from lower employee compensation and benefits expense that fell by \$119.9 million, or 27.6%, due primarily to lower incentive compensation and commissions, and lower promotion and servicing expenses that fell by \$61.9 million, or 39.1%, due primarily to lower asset-based distribution plan payments as well as lower travel, printing and mailing costs.

March provided some indication that capital markets may have begun to stabilize, but it is far from clear they have reached an inflection point. Market volatility will likely remain high for sometime. When a sustained market recovery occurs, the potential for outsized investment returns that has been building should begin to be realized. We remain focused on delivering comparative investment performance for our clients while recognizing our responsibilities to our unitholders and employees alike. We believe our lower expense base can support substantial future growth of our clients' AUM, thus providing strong positive operating and financial leverage.

Expense Reduction

Over the past fifteen months, our AUM decreased by \$389.7 billion, or 48.7%, from \$800.4 billion at December 31, 2007. This decrease, and the resulting decrease of fee revenues, has led us to undertake significant operating expense and capital expenditure reduction initiatives.

We reduced our headcount by 236 during the first quarter of 2009 to 4,761 and have identified 75 additional staff members we expect will depart during the second quarter. This, as well as the reduction in force that occurred during the fourth quarter of 2008, represents a reduction of nearly 1,000 staff members, or a 17% decline, compared to our peak during the third quarter of 2008. The severance costs for this headcount reduction were \$42.7 million in the fourth quarter of 2008 and \$22.4 million in the first quarter of 2009. By taking these severance measures, we reduced our fixed compensation costs (salaries and fringe benefits) by nearly \$100 million on an annualized basis. These reductions have also decreased the demand for cash and deferred incentive compensation and, to a lesser extent, reduced other variable costs, such as market data services and communications. In taking the measures to reduce our headcount, we have worked hard to retain our intellectual capital, in particular our analysts, portfolio managers, chief investment officers, directors of research and traders. We have also taken into consideration the importance of retaining staff required to ensure adequate sales and marketing, client service, compliance and other key infrastructure activities.

We have eliminated or deferred nearly \$150 million of planned capital expenditures since the beginning of 2008. Spending on variable operating expenses, including print, mail, travel and entertainment, recruitment, seminars, communications, temporary help, and technology consulting, has been reduced. We have also taken important measures to reduce our space footprint in Asia and Europe. However, other costs, especially occupancy and technology, are more difficult to reduce since they are required to support our global platform.

Assets Under Management

Assets under management by distribution channel were as follows:

	As of March 31,			
	2009	2008	\$ Change	% Change
	(in billions)			
Institutional Investments	\$ 257.8	\$ 471.3	\$ (213.5)	(45.3)%
Retail	90.9	162.7	(71.8)	(44.2)
Private Client	62.0	101.3	(39.3)	(38.7)
Total	\$ 410.7	\$ 735.3	\$ (324.6)	(44.1)

Assets under management by investment service were as follows:

	As of March 31,			
	2009	2008	\$ Change	% Change
	(in billions)			
Equity				
Value:				
U.S.	\$ 37.4	\$ 94.0	\$ (56.6)	(60.2)%
Global & international	100.1	247.8	(147.7)	(59.6)
	137.5	341.8	(204.3)	(59.8)
Growth:				
U.S.	29.8	61.0	(31.2)	(51.2)
Global & international	46.2	109.0	(62.8)	(57.6)
	76.0	170.0	(94.0)	(55.3)
Total Equity	213.5	511.8	(298.3)	(58.3)
Fixed Income:				
U.S.	105.2	113.6	(8.4)	(7.4)
Global & international	67.6	89.0	(21.4)	(24.1)
	172.8	202.6	(29.8)	(14.7)
Other⁽¹⁾:				
U.S.	17.7	14.9	2.8	19.3
Global & international	6.7	6.0	0.7	10.7
	24.4	20.9	3.5	16.8
Total:				
U.S.	190.1	283.5	(93.4)	(32.9)
Global & international	220.6	451.8	(231.2)	(51.2)
Total	\$ 410.7	\$ 735.3	\$ (324.6)	(44.1)

⁽¹⁾Includes index, structured and asset allocation services.

Changes in assets under management for the three-month period ended March 31, 2009 were as follows:

	Distribution Channel				Investment Service				
	<u>Institutional Investments</u>	<u>Retail</u>	<u>Private Client</u>	<u>Total</u>	<u>Value Equity</u> (in billions)	<u>Growth Equity</u>	<u>Fixed Income</u>	<u>Other⁽¹⁾</u>	<u>Total</u>
Balance as of December 31, 2008	\$ 291.4	\$ 101.6	\$ 69.0	\$ 462.0	\$ 172.4	\$ 88.3	\$ 177.1	\$ 24.2	\$ 462.0
Long-term flows:									
Sales/new accounts	5.3	4.8	1.7	11.8	1.8	2.2	5.4	2.4	11.8
Redemptions/terminations	(15.4)	(8.1)	(3.0)	(26.5)	(13.3)	(6.7)	(6.2)	(0.3)	(26.5)
Cash flow/unreinvested dividends	(3.3)	(0.2)	(2.0)	(5.5)	(2.2)	(2.1)	(1.8)	0.6	(5.5)
Net long-term inflows (outflows)	(13.4)	(3.5)	(3.3)	(20.2)	(13.7)	(6.6)	(2.6)	2.7	(20.2)
Transfers	0.2	—	(0.2)	—	—	—	—	—	—
Market depreciation	(20.4)	(7.2)	(3.5)	(31.1)	(21.2)	(5.7)	(1.7)	(2.5)	(31.1)
Net change	(33.6)	(10.7)	(7.0)	(51.3)	(34.9)	(12.3)	(4.3)	0.2	(51.3)
Balance as of March 31, 2009	\$ 257.8	\$ 90.9	\$ 62.0	\$ 410.7	\$ 137.5	\$ 76.0	\$ 172.8	\$ 24.4	\$ 410.7

⁽¹⁾ Includes index, structured and asset allocation services.

Changes in assets under management for the twelve-month period ended March 31, 2009 were as follows:

	Distribution Channel				Investment Service				
	<u>Institutional Investments</u>	<u>Retail</u>	<u>Private Client</u>	<u>Total</u>	<u>Value Equity</u> (in billions)	<u>Growth Equity</u>	<u>Fixed Income</u>	<u>Other⁽¹⁾</u>	<u>Total</u>
Balance as of March 31, 2008	\$ 471.3	\$ 162.7	\$ 101.3	\$ 735.3	\$ 341.8	\$ 170.0	\$ 202.6	\$ 20.9	\$ 735.3
Long-term flows:									
Sales/new accounts	31.7	20.3	9.4	61.4	22.4	13.1	20.1	5.8	61.4
Redemptions/terminations	(46.7)	(37.5)	(9.5)	(93.7)	(46.7)	(24.7)	(21.8)	(0.5)	(93.7)
Cash flow/unreinvested dividends	(15.4)	(6.9)	(8.3)	(30.6)	(16.7)	(12.0)	(10.3)	8.4	(30.6)
Net long-term inflows (outflows)	(30.4)	(24.1)	(8.4)	(62.9)	(41.0)	(23.6)	(12.0)	13.7	(62.9)
Transfers	(10.4)	10.6	(0.2)	—	—	—	—	—	—
Market depreciation	(172.7)	(58.3)	(30.7)	(261.7)	(163.3)	(70.4)	(17.8)	(10.2)	(261.7)
Net change	(213.5)	(71.8)	(39.3)	(324.6)	(204.3)	(94.0)	(29.8)	3.5	(324.6)
Balance as of March 31, 2009	\$ 257.8	\$ 90.9	\$ 62.0	\$ 410.7	\$ 137.5	\$ 76.0	\$ 172.8	\$ 24.4	\$ 410.7

⁽¹⁾ Includes index, structured and asset allocation services.

Average assets under management by distribution channel and investment service were as follows:

	Three Months Ended March 31,			
	2009	2008	\$ Change	% Change
		(in billions)		
Distribution Channel:				
Institutional Investments	\$ 266.9	\$ 484.2	\$ (217.3)	(44.9)%
Retail	92.8	170.4	(77.6)	(45.6)
Private Client	64.2	103.8	(39.6)	(38.1)
Total	\$ 423.9	\$ 758.4	\$ (334.5)	(44.1)
Investment Service:				
Value Equity	\$ 148.2	\$ 356.3	\$ (208.1)	(58.4)
Growth Equity	79.4	179.7	(100.3)	(55.8)
Fixed Income	173.8	200.8	(27.0)	(13.5)
Other ⁽¹⁾	22.5	21.6	0.9	4.4
Total	\$ 423.9	\$ 758.4	\$ (334.5)	(44.1)

⁽¹⁾ Includes index, structured and asset allocation services.

Consolidated Results of Operations

	Three Months Ended March 31,			
	2009	2008	\$ Change	% Change
	(in millions, except per unit amounts)			
Net revenues	\$ 597.6	\$ 1,029.0	\$ (431.4)	(41.9)%
Expenses	563.8	758.8	(195.0)	(25.7)
Operating income	33.8	270.2	(236.4)	(87.5)
Non-operating income	6.3	4.8	1.5	32.3
Income before income taxes	40.1	275.0	(234.9)	(85.4)
Income taxes	8.6	30.1	(21.5)	(71.5)
Net income	31.5	244.9	(213.4)	(87.1)
Net loss in consolidated entities attributable to non-controlling interests	5.4	2.5	2.9	110.3
Net income attributable to AllianceBernstein Unitholders	\$ 36.9	\$ 247.4	\$ (210.5)	(85.1)
Diluted net income per AllianceBernstein Unit	\$ 0.14	\$ 0.94	\$ (0.80)	(85.1)
Distributions per AllianceBernstein Unit	\$ 0.14	\$ 0.94	\$ (0.80)	(85.1)
Operating margin ⁽¹⁾	6.5%	26.5%		

⁽¹⁾ Operating income plus net loss attributable to non-controlling interests as a percentage of net revenues.

Net income attributable to AllianceBernstein Unitholders for the three months ended March 31, 2009 decreased \$210.5 million, or 85.1%, from the three months ended March 31, 2008. This decrease was primarily due to lower investment advisory and services fees resulting from lower assets under management, partially offset by lower employee compensation and benefits expenses and lower promotion and servicing expenses.

Net Revenues

The following table summarizes the components of net revenues:

	Three Months Ended March 31,			
	2009	2008	\$ Change	% Change
		(in millions)		
Investment advisory and services fees:				
Institutional Investments:				
Base fees	\$ 184.5	\$ 353.1	\$ (168.6)	(47.7)%
Performance-based fees	11.5	6.6	4.9	74.5
	196.0	359.7	(163.7)	(45.5)
Retail:				
Base fees	110.9	220.3	(109.4)	(49.7)
Performance-based fees	—	—	—	—
	110.9	220.3	(109.4)	(49.7)
Private Client:				
Base fees	137.3	236.1	(98.8)	(41.9)
Performance-based fees	0.8	1.1	(0.3)	(31.5)
	138.1	237.2	(99.1)	(41.8)
Total:				
Base fees	432.7	809.5	(376.8)	(46.6)
Performance-based fees	12.3	7.7	4.6	58.9
	445.0	817.2	(372.2)	(45.6)
Distribution revenues	58.1	109.3	(51.2)	(46.9)
Institutional research services	105.6	118.3	(12.7)	(10.7)
Dividend and interest income	7.8	31.0	(23.2)	(74.8)
Investment gains (losses)	(41.2)	(64.2)	23.0	(35.8)
Other revenues	24.1	30.8	(6.7)	(21.8)
Total revenues	599.4	1,042.4	(443.0)	(42.5)
Less: interest expense	1.8	13.4	(11.6)	(86.9)
Net revenues	\$ 597.6	\$ 1,029.0	\$ (431.4)	(41.9)

Investment Advisory and Services Fees

Investment advisory and services fees are the largest component of our revenues. These fees are generally calculated as a percentage of the value of assets under management as of a specified date, or as a percentage of the value of average assets under management for the applicable billing period, and vary with the type of investment service, the size of account, and the total amount of assets we manage for a particular client. Accordingly, fee income generally increases or decreases as average assets under management increase or decrease and is therefore affected by market appreciation or depreciation, the addition of new client accounts or client contributions of additional assets to existing accounts, withdrawals of assets from and termination of client accounts, purchases and redemptions of mutual fund shares, and shifts of assets between accounts or products with different fee structures.

We calculate AUM using established fair valuation methodologies, including market based valuation methods and fair valuation methods. Market based valuation methods include: last sale/settle prices from an exchange for actively traded listed equities, options and futures; evaluated bid prices from standard pricing vendors for fixed income, asset-backed or mortgage-backed issues; mid prices from standard pricing vendors and brokers for credit default swaps; and quoted bids or spreads from pricing vendors and brokers for other derivative products. Fair valuation methods include discounted cash flow models, evaluation of assets versus liabilities or any other methodology that is validated and approved by our Valuation Committee ("Committee"). Fair valuation methods are used only where AUM cannot be valued using market based valuation methods, such as in the case of private equity or illiquid securities. Fair valued investments typically make up less than 1% of our total AUM. Recent market volatility has not had a significant effect on our ability to acquire market data and, accordingly, our ability to use market based valuation methods.

The Committee, which is composed of senior officers and employees and is chaired by our Chief Risk Officer, is responsible for overseeing the pricing and valuation of all investments held in client portfolios. The Committee has adopted a Statement of Pricing Policies describing principles and policies that apply to pricing and valuing investments held in client portfolios. We have also established a Pricing Group, which reports to the Committee. The Committee has delegated to the Pricing Group responsibility for monitoring the pricing process for all investments held in client portfolios.

We sometimes charge our clients performance-based fees. In these situations, we charge a base advisory fee and are eligible to earn an additional performance-based fee or incentive allocation that is calculated as either a percentage of absolute investment results or a percentage of investment results in excess of a stated benchmark over a specified period of time. If the percentage of our AUM subject to performance-based fees grows, seasonality and volatility of revenue and earnings are likely to become more significant. Some performance-based fees include a high-watermark provision, which generally provides that if a client account underperforms relative to its performance target (whether absolute or relative to a specified benchmark), it must gain back such underperformance before we can collect future performance-based fees. Therefore, if we fail to meet our performance target for a particular period, we will not earn a performance-based fee for that period and, for accounts with a high-watermark provision, our ability to earn future performance-based fees will be impaired. As of March 31, 2009, we are eligible to earn performance-based fees on approximately 10%, or \$39.1 billion, of our AUM. Approximately \$6.2 billion of this AUM is subject to high-watermark provisions with \$3.8 billion held in hedge funds and \$2.4 billion in long-only institutional separately managed accounts. The potential impact on our investment advisory fee revenues from hedge fund performance-based fees is significantly greater than that of separately managed accounts because hedge fund performance-based fees are generally based on absolute investment returns (i.e., we are eligible to earn performance-based fees if the fund's return is positive for the applicable performance measurement period), while separately managed account performance-based fees are generally based on investment returns above a specified benchmark (i.e., we are eligible to earn performance-based fees if the account's return exceeds the return of a pre-determined benchmark, such as the S&P 500 Index, for the applicable performance measurement period). As of March 31, 2009, approximately 50% of our AUM subject to high-watermarks are below the high-watermarks by 10% or more. This will make it very difficult for us to earn performance-based fees in 2009.

For the three months ended March 31, 2009, our investment advisory and services fees decreased 45.6% from the first quarter of 2008, primarily due to a decrease of 44.1% in average assets under management and the impact of a change in product mix toward Fixed Income Services, which generally have lower fees than Equity Services. Performance-based fees aggregated \$12.3 million for the three months ended March 31, 2009 from the All Asset Deep Value Fund as compared to \$7.7 million for the three months ended March 31, 2008 earned from long-only accounts.

Our institutional investment advisory and services fees for the three months ended March 31, 2009 decreased \$163.7 million, or 45.5%, from the three months ended March 31, 2008, primarily as a result of a decrease in average assets under management of 44.9% and the impact of the change in product mix.

Retail investment advisory and services fees for the three months ended March 31, 2009 decreased by \$109.4 million, or 49.7%, from the three months ended March 31, 2008, due to a 45.6% decline in average assets under management and lower fee realization rates resulting from product mix changes.

Private client investment advisory and services fees for the three months ended March 31, 2009 decreased by \$99.1 million, or 41.8%, from the three months ended March 31, 2008, primarily as a result of lower base fees reflecting a 35.9% decrease in billable assets under management and the impact of the product mix change.

Distribution Revenues

AllianceBernstein Investments and AllianceBernstein (Luxembourg) S.A. (each a wholly-owned subsidiary of AllianceBernstein) act as distributor and/or placing agent of company-sponsored mutual funds and receive distribution services fees from certain of those funds as partial reimbursement of the distribution expenses they incur.

Distribution revenues for the three months ended March 31, 2009 decreased \$51.2 million, or 46.9%, compared to the three months ended March 31, 2008, principally due to lower average mutual fund assets under management. The decline in revenues and assets under management was split approximately evenly between U.S. and non-U.S. services.

Institutional Research Services

Institutional Research Services revenue consists principally of brokerage transaction charges received for providing equity research and brokerage-related services to institutional investors.

Revenues from Institutional Research Services for the three months ended March 31, 2009 were \$105.6 million, representing a decrease of \$12.7 million, or 10.7% from the three months ended March 31, 2008. This decrease primarily resulted from lower trading activity by hedge fund clients.

Dividend and Interest Income and Interest Expense

Dividend and interest income consists primarily of investment income and interest earned on U.S. Treasury Bills. Interest expense principally reflects interest accrued on cash balances in customers' brokerage accounts.

Dividend and interest, net of interest expense, for the three months ended March 31, 2009 decreased \$11.6 million from the three months ended March 31, 2008. The decrease was due primarily to lower interest earned on Treasury Bill balances and lower interest earned on investments reflecting sharply lower interest rates.

Investment Gains (Losses)

Investment gains (losses), consists primarily of realized and unrealized investment gains or losses on trading investments related to deferred compensation plan obligations and investments made in our consolidated venture capital fund, realized gains or losses on the sale of our available-for-sale investments, and equity in earnings of investments in limited partnership hedge funds that we sponsor and manage.

Investment (losses) decreased \$23.0 million for the three months ended March 31, 2009 compared to the first quarter of 2008. The decrease was due primarily to lower realized and unrealized losses on investments related to deferred compensation plan obligations, partially offset by realized and unrealized losses on Treasury Bill investments in the current year quarter.

Other Revenues, Net

Other revenues consist of fees earned for transfer agency services provided to company-sponsored mutual funds, fees earned for administration and recordkeeping services provided to company-sponsored mutual funds and the general accounts of AXA and its subsidiaries, and other miscellaneous revenues.

Other revenues for the three months ended March 31, 2009 decreased \$6.7 million from the three months ended March 31, 2008 due to lower shareholder servicing fees as a result of lower Retail Services assets under management.

Expenses

The following table summarizes the components of expenses:

	Three Months Ended March 31,		\$ Change	% Change
	2009	2008		
	(in millions)			
Employee compensation and benefits	\$ 313.8	\$ 433.7	\$ (119.9)	(27.6)
Promotion and servicing	96.5	158.4	(61.9)	(39.1)
General and administrative	147.3	154.9	(7.6)	(4.9)
Interest	1.0	6.6	(5.6)	(85.3)
Amortization of intangible assets	5.2	5.2	—	—
Total	\$ 563.8	\$ 758.8	\$ (195.0)	(25.7)

Employee Compensation and Benefits

We had 4,761 full-time employees at March 31, 2009 compared to 5,585 at March 31, 2008. Employee compensation and benefits, which represented approximately 56% and 57% of total expenses in the first quarter of 2009 and 2008, respectively, includes salaries (including severance), cash and deferred incentive compensation, commissions, fringe benefits and other employment costs (including recruitment, training, temporary help and meals).

Base compensation, fringe benefits and other employment costs for the three months ended March 31, 2009 decreased \$19.3 million, or 10.7%, from the three months ended March 31, 2008, primarily as a result of lower salaries, lower fringe benefits reflecting lower compensation levels, and lower recruitment costs, partially offset by higher severance costs due to our workforce reduction. Incentive compensation decreased \$60.3 million, or 41.3%, due to lower headcount, lower estimated year-end cash bonus payments and lower deferred compensation expense. Commission expense was lower by \$40.3 million, or 37.3%, reflecting lower sales volume across all distribution channels.

Promotion and Servicing

Promotion and servicing expenses, which represented approximately 17% of total expenses in the first quarter of 2009 and 21% of total expenses during the corresponding period in 2008, includes distribution plan payments to financial intermediaries for distribution of company-sponsored mutual funds and amortization of deferred sales commissions paid to financial intermediaries for the sale of back-end load shares of our company-sponsored mutual funds. See "Capital Resources and Liquidity" in this Item 2 and Note 7 to AllianceBernstein's condensed consolidated financial statements contained in Item 1 for further discussion of deferred sales commissions. Also included in this expense category are costs related to travel and entertainment, advertising, promotional materials, and investment meetings and seminars for financial intermediaries that distribute our mutual fund products.

Promotion and servicing expenses for the three months ended March 31, 2009 decreased \$61.9 million, or 39.1%, from the three months ended March 31, 2008, primarily due to lower distribution plan payments (resulting from lower average Retail Services assets under management), amortization of deferred sales commissions, travel and entertainment expense, and other distribution expenses.

General and Administrative

General and administrative expenses, which represented approximately 26% and 20% of total expenses in the first quarter of 2009 and 2008, respectively, are costs related to operations, including technology, professional fees, occupancy, communications and similar expenses. General and administrative expenses for the three months ended March 31, 2009 decreased \$7.6 million, or 4.9%, from the three months ended March 31, 2008. The decrease was primarily due to lower legal expenses (due to costs incurred in the prior year quarter related to certain employee-related arbitrations), partially offset by foreign exchange losses in the current quarter.

Interest on Borrowings

Interest on our borrowings for the three months ended March 31, 2009 decreased \$5.6 million, or 85.3%, from the three months ended March 31, 2008, as a result of significantly lower interest rates and lower short-term borrowing levels.

Non-Operating Income

Non-operating income consists of contingent purchase price payments earned from the disposition in 2005 of our cash management services. Non-operating income for the three months ended March 31, 2009 increased \$1.5 million, or 32.3%.

Income Taxes

AllianceBernstein, a private limited partnership, is not subject to federal or state corporate income taxes. However, we are subject to the New York City unincorporated business tax. Our domestic corporate subsidiaries are subject to federal, state and local income taxes, and are generally included in the filing of a consolidated federal income tax return. Separate state and local income tax returns are filed. Foreign corporate subsidiaries are generally subject to taxes in the foreign jurisdictions where they are located.

Income tax expense for the three months ended March 31, 2009 decreased \$21.5 million, or 71.5%, from the three months ended March 31, 2008, primarily as a result of lower earnings, partially offset by a first quarter 2009 entry for an under-accrual of foreign taxes in the fourth quarter of 2008. *See Note 10 to AllianceBernstein's condensed consolidated financial statements contained in Item 1.*

Net Loss in Consolidated Entities Attributable to Non-Controlling Interests

Our non-controlling interests in consolidated entities consist of 90% limited partner interests in our consolidated venture capital fund (of which 10% is owned by AXA and its subsidiaries and 80% is owned by an unaffiliated client) and 50% interests in consolidated joint ventures in Australia and New Zealand (of which 50% is owned by AXA and its subsidiaries).

Net loss attributable to non-controlling interests in earnings of consolidated entities for the three months ended March 31, 2009 increased \$2.9 million, primarily as a result of lower joint venture earnings and unrealized losses on investments in our consolidated venture capital fund.

Impairment Analysis

As of March 31, 2009, management determined that goodwill, intangible assets and the deferred sales commission assets were not impaired. *See "Critical Accounting Estimates" in this Item 2* for a discussion of our impairment testing methodology.

To the extent that securities valuations remain depressed for prolonged periods of time and market conditions stagnate or worsen, our assets under management, revenues, profitability and unit price may be adversely affected. As a result, subsequent impairment tests may be based upon different assumptions and future cash flow projections which may result in an impairment of goodwill, intangible assets and the deferred sales commission asset. In the current environment, we anticipate reviewing these assets for impairment more frequently.

CAPITAL RESOURCES AND LIQUIDITY

The following table identifies selected items relating to capital resources and liquidity:

	Three Months Ended March 31,		
	2009	2008	% Change
	(in millions)		
Total capital, as of March 31	\$ 4,436.3	\$ 4,654.1	(4.7)%
Cash flow from operations	47.2	197.7	(76.1)
Proceeds from sales (purchases) of investments, net	0.3	4.7	(94.0)
Capital expenditures	(28.7)	(22.4)	28.0
Distributions paid to General Partner and unitholders	(99.2)	(308.0)	(67.8)
Purchases of Holding Units to fund deferred compensation plans, net	(0.6)	(4.9)	(87.7)
Additional investments by Holding with proceeds from exercise of compensatory options to buy Holding Units	—	4.6	(100.0)
Issuance of commercial paper, net	10.6	31.7	(66.5)
Proceeds from bank loans, net	66.0	98.0	(32.7)
Available Cash Flow	37.5	247.6	(84.8)

Cash and cash equivalents of \$539.2 million as of March 31, 2009 decreased \$13.4 million from \$552.6 million at December 31, 2008. Cash inflows are primarily provided by operations, issuance of commercial paper, proceeds from sales of investments, capital contributions from non-controlling interests to fund AB Venture activities, and additional investments by Holding relating to equity-based transactions. Significant cash outflows include cash distributions paid to the General Partner and unitholders, capital expenditures, purchases of investments and purchases of Holding Units to fund deferred compensation plans.

Contingent Deferred Sales Charge

See Note 7 to AllianceBernstein's condensed consolidated financial statements contained in Item 1.

Debt and Credit Facilities

Total credit available, debt outstanding and weighted average interest rates as of March 31, 2009 and December 31, 2008 were as follows:

	March 31, 2009			December 31, 2008		
	Credit Available	Debt Outstanding	Interest Rate	Credit Available	Debt Outstanding	Interest Rate
	(in millions)					
Revolving credit facility ⁽¹⁾	\$ 704.1	\$ —	—%	\$ 715.2	\$ —	—%
Commercial paper ^{(1) (2)}	295.9	295.9	0.7	284.8	284.8	1.8
Total revolving credit facility ⁽¹⁾	1,000.0	295.9	0.7	1,000.0	284.8	1.8
Revolving credit facility –SCB LLC	950.0	50.0	0.3	950.0	—	—
Uncommitted bank loan ⁽³⁾	—	16.0	1.0	—	—	—
Total	\$ 1,950.0	\$ 361.9	0.6	\$ 1,950.0	\$ 284.8	1.8

⁽¹⁾ Our \$1.0 billion revolving credit facility supports our commercial paper program; amounts borrowed under the commercial paper program reduce amounts available for direct borrowing under the revolving credit facility on a dollar-for-dollar basis.

⁽²⁾ Commercial paper outstanding is short-term in nature, and as such, book value approximates fair value.

⁽³⁾ As of March 31, 2009, SCB LLC maintained four separate uncommitted credit facilities with various banks totaling \$525 million, a decrease from five facilities totaling \$775 million as of December 31, 2008 as a result of general credit tightening.

We have a \$1.0 billion five-year revolving credit facility with a group of commercial banks and other lenders which expires in 2011. The revolving credit facility is intended to provide back-up liquidity for our \$1.0 billion commercial paper program, although we borrow directly under the facility from time to time. Our interest rate, at our option, is a floating rate generally based upon a defined prime rate, a rate related to the London Interbank Offered Rate ("LIBOR") or the Federal Funds rate. The revolving credit facility contains covenants which, among other things, require us to meet certain financial ratios. We were in compliance with the covenants as of March 31, 2009.

SCB LLC has a \$950 million three-year revolving credit facility with a group of commercial banks to fund its obligations resulting from engaging in certain securities trading and custody activities for private clients. Under the revolving credit facility, the interest rate, at the option of SCB LLC, is a floating rate generally based upon a defined prime rate, a rate related to LIBOR or the Federal Funds rate.

Our solid financial foundation and access to public and private debt, at competitive terms, should provide adequate liquidity for our general business needs. Management believes that cash flow from operations and the issuance of debt and AllianceBernstein Units or Holding Units will provide us with the resources necessary to meet our financial obligations. *See Cautions Regarding Forward-Looking Statements.*

COMMITMENTS AND CONTINGENCIES

AllianceBernstein's capital commitments, which consist primarily of operating leases for office space, are generally funded from future operating cash flows.

See Note 7 to AllianceBernstein's condensed consolidated financial statements contained in Item 1 for a discussion of our mutual fund distribution system and related deferred sales commission asset and of certain legal proceedings to which we are a party.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the condensed consolidated financial statements and notes to condensed consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses.

Management believes that the critical accounting policies and estimates discussed below involve significant management judgment due to the sensitivity of the methods and assumptions used.

Deferred Sales Commission Asset

Management tests the deferred sales commission asset for impairment quarterly by comparing undiscounted future cash flows to the recorded value, net of accumulated amortization. Significant assumptions utilized to estimate the company's future average assets under management and undiscounted future cash flows from back-end load shares are updated quarterly and include expected future market levels and redemption rates. Market assumptions are selected using a long-term view of expected average market returns based on historical returns of broad market indices. As of March 31, 2009, management used average market return assumptions of 5% for fixed income securities and 8% for equities to estimate annual market returns. Higher actual average market returns would increase undiscounted future cash flows, while lower actual average market returns would decrease undiscounted future cash flows. Future redemption rate assumptions, determined by reference to actual redemption experience over the five-year, three-year, one-year and current periods ended March 31, 2009, and calculated as a percentage of the company's average assets under management represented by back-end load shares, ranged from 23% to 25% for U.S. fund shares and 21% to 42% for non-U.S. fund shares. Effective January 31, 2009, back-end load shares are no longer offered by our U.S. funds. An increase in the actual rate of redemptions would decrease undiscounted future cash flows, while a decrease in the actual rate of redemptions would increase undiscounted future cash flows. Estimates of undiscounted future cash flows and the remaining life of the deferred sales commission asset are made from these assumptions and the aggregate undiscounted future cash flows are compared to the recorded value of the deferred sales commission asset. As of March 31, 2009, management determined that the deferred sales commission asset was not impaired. However, if higher redemption rates continue in 2009, this asset may become impaired. If management determines in the future that the deferred sales commission asset is not recoverable, an impairment condition would exist and a loss would be measured as the amount by which the recorded amount of the asset exceeds its estimated fair value. Estimated fair value is determined using management's best estimate of future cash flows discounted to a present value amount. Any impairment could reduce materially the recorded amount of the deferred sales commission asset with a corresponding charge to our earnings.

Goodwill

In accordance with SFAS No. 142, we test our single reporting unit annually, as of September 30, for impairment. The carrying value of goodwill is also reviewed if facts and circumstances, such as significant declines in assets under management, revenues, earnings or our Holding Unit price, occur, suggesting possible impairment. As of September 30, 2008 the impairment test indicated that goodwill was not impaired. Due to the significant declines in our assets under management and operating results in the first quarter of 2009, and the drop in our market capitalization to below book value at various times during the quarter, we reviewed goodwill for impairment as of March 31, 2009. Some of the data we reviewed included ten-day and ninety-day Holding Unit price trading ranges (with and without control premiums), comparable company multiples analysis (with control premiums), precedent transaction analysis and discounted cash flow analysis. We determined that (i) no triggering events occurred during the first quarter of 2009 that would indicate it is more likely than not that goodwill is impaired, and (ii) goodwill is not impaired as of March 31, 2009.

The impairment analysis is a two-step process. The first step involves determining whether the estimated fair value of AllianceBernstein, the reporting unit, exceeds its book value. If the fair value of the company exceeds its book value, goodwill is not impaired. However, if the book value exceeds the fair value of the company, goodwill may be impaired and additional analysis is required. The second step compares the fair value of the company to the aggregated fair values of its individual assets and liabilities to calculate the amount of impairment, if any.

In the first step of the process, there are several methods of estimating AllianceBernstein's fair value, which include valuation techniques such as discounted expected cash flows and market valuation (private partnership units outstanding multiplied by Holding Unit price). Developing estimated fair value using a discounted cash flow valuation technique consists of applying business growth rate assumptions over the estimated life of the goodwill asset and then discounting the resulting expected cash flows to arrive at a present value amount that approximates fair value. In our tests, our discounted expected cash flow model uses management's current business plan, which factored in current market conditions and all material events that have impacted, or that we believed at the time could potentially impact, future discounted expected cash flows for the first four years and a compounded annual growth rate thereafter.

To the extent that securities valuations remain depressed for prolonged periods of time and market conditions stagnate or worsen, our assets under management, revenues, profitability and unit price would likely be adversely affected. As a result, subsequent impairment tests may be based upon different assumptions and future cash flow projections, which may result in an impairment of this asset. Any impairment could reduce materially the recorded amount of goodwill with a corresponding charge to our earnings.

Intangible Assets

Management tests intangible assets for impairment quarterly. A present value technique is applied to expected cash flows to estimate the fair value of intangible assets. Estimated fair value is then compared to the recorded book value to determine whether an impairment is indicated. The key assumptions used in the estimates include attrition factors of customer accounts, asset growth rates, direct expenses and fee rates included in management's current business plan and our weighted average cost of capital of 13.4% for the discount rate. In determining these estimates, we choose assumptions based on actual historical trends that may or may not occur in the future. Management has determined that intangible assets were not impaired as of March 31, 2009.

If securities valuations remain depressed for prolonged periods of time and market conditions stagnate or worsen, our assets under management and revenues from these investment management contracts would likely be adversely affected. As a result, certain triggering events, including impairment of our goodwill, may occur requiring more frequent testing for impairment of intangibles. Such tests may be based upon different assumptions, which could result in an impairment of this asset. Any impairment could reduce materially the recorded amount of intangible assets with a corresponding charge to our earnings.

Retirement Plan

We maintain a qualified, noncontributory, defined benefit retirement plan covering current and former employees who were employed by the company in the United States prior to October 2, 2000. The amounts recognized in the consolidated financial statements related to the retirement plan are determined from actuarial valuations. Inherent in these valuations are assumptions including expected return on plan assets, discount rates at which liabilities could be settled, rates of annual salary increases and mortality rates. The assumptions are reviewed annually and may be updated to reflect the current environment. A summary of the key economic assumptions are *described in Note 14 to AllianceBernstein's consolidated financial statements in our Form 10-K for the year ended December 31, 2008*. In accordance with U.S. generally accepted accounting principles, actual results that differ from those assumed are accumulated and amortized over future periods and, therefore, affect expense recognized and liabilities recorded in future periods.

As of December 31, 2008, the Retirement Plan was changed to provide that the participants will not accrue any additional benefits (i.e., service and compensation after December 31, 2008 will not be taken into account in determining participants' retirement benefits).

Loss Contingencies

Management continuously reviews with legal counsel the status of regulatory matters and pending or threatened litigation. We evaluate the likelihood that a loss contingency exists in accordance with Statement of Financial Accounting Standards No. 5, "*Accounting for Contingencies*", which requires a loss contingency to be recorded if it is probable and reasonably estimable as of the date of the financial statements. *See Note 7 to AllianceBernstein's condensed consolidated financial statements contained in Item 1.*

ACCOUNTING PRONOUNCEMENTS

See Note 14 to AllianceBernstein's condensed consolidated financial statements contained in Item 1 of this Form 10-Q.

CAUTIONS REGARDING FORWARD-LOOKING STATEMENTS

Certain statements provided by management in this report are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. The most significant of these factors include, but are not limited to, the following: the performance of financial markets, the investment performance of sponsored investment products and separately managed accounts, general economic conditions, industry trends, future acquisitions, competitive conditions and government regulations, including changes in tax regulations and rates and the manner in which the earnings of publicly-traded partnerships are taxed. We caution readers to carefully consider such factors. Further, such forward-looking statements speak only as of the date on which such statements are made; we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. For further information regarding these forward-looking statements and the factors that could cause actual results to differ, see "Risk Factors" in Part I, Item 1A of our Form 10-K for the year ended December 31, 2008 and Part II, Item 1A in this Form 10-Q. Any or all of the forward-looking statements that we make in this Form 10-Q, other documents we file with or furnish to the SEC, and any other public statements we issue, may turn out to be wrong. It is important to remember that other factors besides those listed in "Risk Factors" and those listed below could also adversely affect our revenues, financial condition, results of operations and business prospects.

The forward-looking statements referred to in the preceding paragraph include statements regarding:

- Our backlog of new institutional mandates not yet funded: Before they are funded, institutional mandates do not represent legally binding commitments to fund and, accordingly, the possibility exists that not all mandates will be funded in the amounts and at the times we currently anticipate.
- The possibility that prolonged weakness in asset values may result in impairment of goodwill, intangible assets and the deferred sales commission asset: To the extent that securities valuations remain depressed for prolonged periods of time and market conditions stagnate or worsen, our assets under management, revenues, profitability and unit price may be adversely affected. As a result, subsequent impairment tests may be based upon different assumptions and future cash flow projections which may result in an impairment of goodwill, intangible assets and the deferred sales commission asset.
- The cash flow Holding realizes from its investment in AllianceBernstein providing Holding with the resources necessary to meet its financial obligations: Holding's cash flow is dependent on the quarterly cash distributions it receives from AllianceBernstein. Accordingly, Holding's ability to meet its financial obligations is dependent on AllianceBernstein's cash flow from its operations, which is subject to the performance of the capital markets and other factors beyond our control.
- Our solid financial foundation and access to public and private debt providing adequate liquidity for our general business needs: Our solid financial foundation is dependent on our cash flow from operations, which is subject to the performance of the capital markets, our ability to maintain and grow our assets under management and other factors beyond our control. Our access to public and private debt, as well as the market for debt or equity we may choose to issue, may be limited by adverse market conditions, our profitability and changes in government regulations, including tax rates and interest rates.
- The outcome of litigation: Litigation is inherently unpredictable, and excessive damage awards do occur. Though we have stated that we do not expect certain legal proceedings to have a material adverse effect on our results of operations or financial condition, any settlement or judgment with respect to a legal proceeding could be significant, and could have a material adverse effect on our results of operations or financial condition.
- Our expectation that, when a sustained market recovery occurs, the potential for outsized investment returns that has been building should begin to be realized: Historical performance is not necessarily indicative of future results or market movements. The actual performance of the capital markets and other factors beyond our control will affect our investment success for clients and asset flows.
- Our expectation that our lower expense base can support substantial future growth of our clients' AUM, thus providing strong positive operating and financial leverage: Unanticipated events and factors may cause us to expand our expense base, thus limiting the extent to which we benefit from any positive leverage.

OTHER INFORMATION

With respect to the unaudited condensed consolidated interim financial information of AllianceBernstein for the three months ended March 31, 2009, included in this quarterly report on Form 10-Q, PricewaterhouseCoopers LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate report dated May 8, 2009 appearing herein states that they did not audit and they do not express an opinion on the unaudited condensed consolidated interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. PricewaterhouseCoopers LLP is not subject to the liability provisions of Section 11 of the Securities Act of 1933, as amended (“Securities Act”) for their report on the unaudited condensed consolidated interim financial information because that report is not a “report” or a “part” of registration statements prepared or certified by PricewaterhouseCoopers LLP within the meaning of Sections 7 and 11 of the Securities Act.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to AllianceBernstein’s market risk for the quarterly period ended March 31, 2009.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

AllianceBernstein maintains a system of disclosure controls and procedures that is designed to ensure that information required to be disclosed in our reports under the Exchange Act of 1934, as amended, is (i) recorded, processed, summarized, and reported in a timely manner, and (ii) accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to permit timely decisions regarding our disclosure.

As of the end of the period covered by this report, management carried out an evaluation, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the disclosure controls and procedures are effective.

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting occurred during the first quarter of 2009 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.