

ALLIANCEBERNSTEIN HOLDING L.P.
Form 10-K
February 11, 2010

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

FORM 10-K

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

For the Fiscal Year Ended December 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 number 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, N.Y.
(Address of principal executive offices)

10105
(Zip Code)

Registrant's telephone number, including area code: (212) 969-1000

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

Title of Class
units representing assignments of beneficial ownership
of limited partnership interests

Name of each exchange on which registered
New York Stock Exchange

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definitions 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 Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the units representing assignments of beneficial ownership of limited partnership interests held by non-affiliates computed by reference to the price at which such units were last sold on the New York Stock Exchange as of June 30, 2009 was approximately \$1.73 billion.

The number of units representing assignments of beneficial ownership of limited partnership interests outstanding as of December 31, 2009 was 101,351,749. (This figure 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.)

DOCUMENTS INCORPORATED BY REFERENCE

This Form 10-K does not incorporate any document by reference.

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Glossary of Certain Defined Terms

“AllianceBernstein” – AllianceBernstein L.P. (Delaware limited partnership formerly known as Alliance Capital Management L.P., “Alliance Capital”), the operating partnership, and its subsidiaries and, where appropriate, its predecessors, Holding and APMC, Inc. and their respective subsidiaries.

“AllianceBernstein Investments” – AllianceBernstein Investments, Inc. (Delaware corporation), a wholly-owned subsidiary of AllianceBernstein that services retail clients and distributes company-sponsored mutual funds.

“AllianceBernstein Partnership Agreement” – the Amended and Restated Agreement of Limited Partnership of AllianceBernstein, dated as of October 29, 1999 and as amended February 24, 2006.

“AllianceBernstein Units” – units of limited partnership interest in AllianceBernstein.

“AUM” – assets under management for clients.

“AXA” – AXA (société anonyme organized under the laws of France), the holding company for an international group of insurance and related financial services companies engaged in the financial protection and wealth management businesses.

“AXA Equitable” – AXA Equitable Life Insurance Company (New York stock life insurance company), an indirect wholly-owned subsidiary of AXA Financial, and its subsidiaries other than AllianceBernstein and its subsidiaries.

“AXA Financial” – AXA Financial, Inc. (Delaware corporation), a wholly-owned subsidiary of AXA.

“Bernstein GWM” – Bernstein Global Wealth Management, a unit of AllianceBernstein that services private clients.

“Bernstein Transaction” – on October 2, 2000, AllianceBernstein’s acquisition of the business and assets of SCB Inc., formerly known as Sanford C. Bernstein Inc., and assumption of the liabilities of that business.

“Exchange Act” – the Securities Exchange Act of 1934, as amended.

“ERISA” – the Employee Retirement Income Security Act of 1974, as amended.

“General Partner” – AllianceBernstein Corporation (Delaware corporation), the general partner of AllianceBernstein and Holding and a wholly-owned subsidiary of AXA Equitable, and, where appropriate, APMC, Inc., its predecessor.

“Holding” – AllianceBernstein Holding L.P. (Delaware limited partnership).

“Holding Partnership Agreement” – the Amended and Restated Agreement of Limited Partnership of Holding, dated as of October 29, 1999 and as amended February 24, 2006.

“Holding Units” – units representing assignments of beneficial ownership of limited partnership interests in Holding.

“Investment Advisers Act” – the Investment Advisers Act of 1940, as amended.

“Investment Company Act” – the Investment Company Act of 1940, as amended.

“NYSE” – the New York Stock Exchange, Inc.

“Partnerships” – AllianceBernstein and Holding together.

“SCB” – SCB LLC and SCBL together.

“SCB LLC” – Sanford C. Bernstein & Co., LLC (Delaware limited liability company), a wholly-owned subsidiary of AllianceBernstein that provides Bernstein research services in the United States.

“SCBL” – Sanford C. Bernstein Limited (U.K. company), a wholly-owned subsidiary of AllianceBernstein that provides Bernstein research services primarily in Europe.

“SEC” – the United States Securities and Exchange Commission.

“Securities Act” – the Securities Act of 1933, as amended.

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PART I

Item 1. Business

The words “we” and “our” in this Form 10-K refer collectively to Holding and AllianceBernstein, or to their officers and employees. Similarly, the words “company” and “firm” refer 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.

We use “global” in this Form 10-K to refer to all nations, including the United States; we use “international” or “non-U.S.” to refer to nations other than the United States.

We use “emerging markets” in this Form 10-K to refer to countries considered to be developing countries by the international financial community and countries included in the Morgan Stanley Capital International (“MSCI”) emerging markets index. As of December 31, 2009, examples of such countries were Brazil, Chile, China, Columbia, Czech Republic, Egypt, Hungary, India, Indonesia, Israel, Malaysia, Mexico, Morocco, Peru, the Philippines, Poland, Russia, South Africa, South Korea, Taiwan, Thailand and Turkey.

We use the term “hedge funds” in this Form 10-K to refer to private investment partnerships we sponsor that utilize various alternative strategies such as leverage, short selling of securities, and utilizing forward contracts, currency options and other derivatives.

General

Clients

AllianceBernstein provides research, diversified investment management and related services globally to a broad range of clients, including:

• institutional clients, including unaffiliated corporate and public employee pension funds, endowment funds, domestic and foreign institutions and governments, and various affiliates;

• retail clients, including U.S. and offshore mutual funds, variable annuities, insurance products and sub-advisory relationships;

• private clients, including high-net-worth individuals, trusts and estates, charitable foundations, partnerships, private and family corporations, and other entities; and

• institutional investors seeking high-quality research and related services, and issuers of publicly-traded securities seeking equity capital markets services.

We also provide distribution, shareholder servicing and administrative services to our sponsored mutual funds.

Our firm’s mission is to be the most trusted investment firm in the world by placing our clients’ interests first and foremost, utilizing our research capabilities to have more knowledge than any other investment firm, and using and sharing knowledge better than our competitors to help our clients achieve financial peace of mind and investment success.

Research

Our high-quality, in-depth, fundamental research is the foundation of our business. We believe that our global team of research professionals gives us a competitive advantage in achieving investment success for our clients.

Our research disciplines include fundamental, quantitative and economic research, as well as currency forecasting. In addition, we have created several specialized research units, including one that examines global strategic changes that can affect multiple industries and geographies, and another dedicated to identifying potentially successful innovations within early-stage companies.

Products and Services

We offer a broad range of investment products and services to our clients:

- To our institutional clients, we offer separately-managed accounts, sub-advisory relationships, structured products, collective investment trusts, mutual funds, hedge funds and other investment vehicles (“Institutional Services”);
- To our retail clients, we offer retail mutual funds sponsored by AllianceBernstein, our subsidiaries and our affiliated joint venture companies, sub-advisory services to mutual funds sponsored by third parties, separately-managed account programs sponsored by various financial intermediaries worldwide (“Separately-Managed Account Programs”) and other investment vehicles (collectively, “Retail Services”);
- To our private clients, we offer diversified investment management services through separately-managed accounts, hedge funds, mutual funds and other investment vehicles (“Private Client Services”); and

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•To institutional investors, we offer research, portfolio strategy and brokerage-related services, and, to issuers of publicly-traded securities, we offer equity capital markets services (“Bernstein Research Services”).

These services are provided by teams of investment professionals with significant expertise in their respective disciplines (see “Employees” in this Item 1). Our buy-side research analysts support our portfolio managers and, together, they oversee a number of different types of investment services within various vehicles (discussed above) and strategies (discussed below). Our sell-side research analysts provide the foundation for our Bernstein Research Services.

Our services include:

- Value equities, generally targeting stocks that are out of favor and considered undervalued;
- Growth equities, generally targeting stocks with under-appreciated growth potential;
- Fixed income securities, including taxable and tax-exempt securities;
- Blend strategies, combining style-pure investment components with systematic rebalancing;
- Passive management, including index and enhanced index strategies;

•Alternative investments, such as hedge funds, currency management strategies, venture capital and, beginning in 2010, direct real estate investing; and

•Asset allocation services, by which we offer blend strategies specifically-tailored for our clients (e.g., customized target-date fund retirement services for defined contribution plan sponsors).

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.

Blend strategies are a key component of our product line. As of December 31, 2009, blend strategies AUM was \$90 billion (representing 18% of our company-wide AUM), an increase of 6% from \$85 billion as of December 31, 2008 and a decrease of 49% from \$175 billion as of December 31, 2007.

We market and distribute alternative investment products (which include hedge funds, venture capital and currency management strategies) globally to high-net-worth clients and institutional investors. Alternative product AUM totaled \$3.9 billion as of December 31, 2009, \$2.5 billion of which was private client AUM (primarily hedge funds) and \$1.4 billion of which was institutional AUM (primarily currency services).

Sub-advisory client mandates span our investment strategies, including growth, value, fixed income and blend. We serve as sub-adviser for retail mutual funds, insurance products, retirement platforms and institutional investment products.

In August 2008, we created an initiative called AllianceBernstein Defined Contribution Investments (“ABDC”) focused on expanding our firm’s capabilities in the defined contribution (“DC”) market. ABDC seeks to provide the most effective DC investment solutions in the industry, as measured by product features, reliability, cost and flexibility, to meet specialized client needs by integrating research and investment design, product strategy, strategic partnerships

(e.g., record-keeper partnerships and operations collaboration), and client implementation and service. As of December 31, 2009, our DC assets under management, which are distributed in all three of our buy-side distribution channels, totaled \$25 billion.

In April 2009, we were selected by the U.S. Treasury Department as one of only three firms to manage its portfolio of assets issued by banks and other institutions taking part in the Capital Purchase Program of the Troubled Assets Relief Program. In addition, we were selected by the U.S. Treasury Department as one of nine pre-qualified fund managers under the Public-Private Investment Program and, during the fourth quarter of 2009, we were one of five firms that closed an initial Public-Private Investment Fund of at least \$500 million.

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Global Reach

We serve clients in major global markets through operations in 45 cities in 24 countries. Our client base includes investors throughout the Americas, Europe, Asia, Africa and Australia. We utilize an integrated global investment platform that provides our clients with access to local (country-specific), international, and global research and investment strategies.

Assets under management by client domicile and investment service as of December 31, 2009, 2008 and 2007 were as follows:

By Client Domicile (\$ in billions):

December 31, 2009	December 31, 2008	December 31, 2007
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By Investment Service (\$ in billions):

December 31, 2009	December 31, 2008	December 31, 2007
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Our international client base stabilized during 2009, decreasing by 1% compared to a decrease of 43% during 2008. Our global and international AUM increased by 6% during 2009 compared to a decrease of 47% during 2008. Approximately 62%, 76% and 80% of our gross asset inflows (sales/new accounts) during 2009, 2008 and 2007, respectively, were invested in global and international investment services.

Revenues

We earn revenues primarily by charging fees for managing the investment assets of, and providing research to, our clients.

We generally calculate investment advisory fees as a percentage of the value of AUM at a specific point in time or as a percentage of the value of average AUM for the applicable billing period, with these percentages varying by type of investment service, size of account and total amount of assets we manage for a particular client. Accordingly, fee income generally increases or decreases as AUM increases or decreases. Increases in AUM generally result from market appreciation, positive investment performance for clients or net asset inflows from new and existing clients. Similarly, decreases in AUM generally result from market depreciation, negative investment performance for clients, or net asset outflows due to client redemptions, account terminations or asset withdrawals.

We are eligible to earn performance-based fees on hedge fund services, as well as some long-only services provided to our institutional clients. 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. In addition, 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 achieve 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. 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. Our performance-based fees in 2009, 2008 and 2007 were \$29.8 million, \$13.4 million and \$81.2 million, respectively. For additional information about performance-based fees, see “Risk Factors” in Item 1A and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7.

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We sometimes experience periods when the number of new accounts or the amount of AUM increases or decreases significantly. These changes result from wide-ranging factors, including conditions of financial markets, our investment performance for clients and changes in our clients' investment preferences.

We earn revenues from clients to whom we provide fundamental research and brokerage-related services, primarily in the form of transaction fees calculated as either "cents per share" (generally in the U.S. market) or a percentage of the value of the securities traded (generally in the European market) for these clients. In 2009, we re-launched our equity capital markets business, through which we earn revenues from issuers of publicly-traded securities to which we provide these services in the form of underwriting fees, management fees and/or selling concessions, depending on our role in the offering.

Our revenues may fluctuate for a number of reasons; see "Risk Factors" in Item 1A and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7.

Employees

The substantial decrease in our assets under management and the resulting decrease in fee revenues from levels during the first nine months of 2008 led us to undertake initiatives in 2008 and 2009 that resulted in significant reductions in operating expenses and capital expenditures.

We reduced our headcount by 628, or 13%, during 2009 to 4,369 which, along with the reduction in force that occurred during the fourth quarter of 2008, represents a total reduction of nearly 1,300 staff members, or 23%, from our headcount peak during the third quarter of 2008. These actions reduced our fixed compensation costs (salaries and fringe benefits) by approximately \$130 million. Despite these measures, we believe we have retained the intellectual capital required to service our clients and grow our business.

Our firm's 4,369 full-time employees, who are located in 24 countries, include 300 research analysts, 158 portfolio managers, 46 traders and 23 professionals with other investment-related responsibilities. We have employed these professionals for an average period of approximately eight years, and their average investment experience is approximately 17 years. We consider our employee relations to be good.

Institutional Services

We serve our institutional clients primarily through AllianceBernstein Institutional Investments ("Institutional Investments"), a unit of AllianceBernstein, and through other units in our international subsidiaries and one of our joint ventures (institutional relationships of less than \$25 million are generally serviced by Bernstein GWM, our Private Client channel, discussed below). Institutional Services include actively managed equity accounts (including growth, value and blend accounts), fixed income accounts and balanced accounts (which combine equity and fixed income), as well as passive management of index and enhanced index accounts. These services are provided through separately-managed accounts, sub-advisory relationships, structured products, collective investment trusts, mutual funds and other investment vehicles. As of December 31, 2009, institutional AUM was \$300 billion, or 61% of our company-wide AUM as compared to \$291 billion, or 63%, as of December 31, 2008 and \$508 billion, or 63%, as of December 31, 2007. For more information concerning institutional AUM, revenues and fees, see "Assets Under Management, Revenues and Fees" in this Item 1.

Our institutional client base includes unaffiliated corporate and public employee pension funds, endowment funds, domestic and foreign institutions and governments, and certain of our affiliates (AXA and its subsidiaries), as well as

certain sub-advisory relationships with unaffiliated sponsors of various other investment products. We manage approximately 1,762 mandates for these clients, which are located in 42 countries. As of December 31, 2009, we managed employee benefit plan assets for 42 of the Fortune 100 companies, and we managed public pension fund assets for 39 states and/or municipalities in those states.

Retail Services

We provide investment management and related services to a wide variety of individual retail investors, both in the U.S. and internationally, through retail mutual funds sponsored by our company, our subsidiaries and affiliated joint venture companies; mutual fund sub-advisory relationships; Separately-Managed Account Programs; and other investment vehicles (“Retail Products and Services”). As of December 31, 2009, retail AUM was \$121 billion, or 24% of our company-wide AUM as compared to \$102 billion, or 22%, as of December 31, 2008 and \$183 billion, or 23%, as of December 31, 2007. For more information concerning retail AUM, revenues and fees, see “Assets Under Management, Revenues and Fees” in this Item 1.

Our Retail Products and Services are designed to provide disciplined, research-based investments that contribute to a well-diversified investment portfolio. We distribute these products and services through financial intermediaries, including broker-dealers, insurance sales representatives, banks, registered investment advisers and financial planners.

Our Retail Products and Services include open-end and closed-end funds that are either (i) registered as investment companies under the Investment Company Act (“U.S. Funds”), or (ii) not registered under the Investment Company Act and generally not offered to United States persons (“Non-U.S. Funds” and, collectively with the U.S. Funds, “AllianceBernstein Funds”). They provide a broad range of investment options, including local and global growth equities, value equities, blend strategies and fixed income securities. They also include Separately-Managed Account Programs, which are sponsored by financial intermediaries and generally charge an all-inclusive fee covering investment management, trade execution, asset allocation, and custodial and administrative services. We also provide distribution, shareholder servicing and administrative services for our Retail Products and Services.

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Our U.S. Funds, which include retail funds, our variable products series fund (a component of an insurance product) and the retail share classes of the Sanford C. Bernstein Funds (principally Private Client Services products, “SCB Funds”), currently offer 99 different portfolios to U.S. investors. As of December 31, 2009, retail U.S. Funds AUM was approximately \$45 billion, or 37% of total retail AUM as compared to \$39 billion, or 38%, as of December 31, 2008 and \$66 billion, or 36%, as of December 31, 2007. Because of the way they are marketed and serviced, we report substantially all of the AUM in the SCB Funds, which totaled \$26 billion as of December 31, 2009, as private client AUM.

Our Non-U.S. Funds are distributed internationally by local financial intermediaries to non-U.S. investors in most major international markets by means of distribution agreements. As of December 31, 2009, these funds consisted of 70 different portfolios and AUM in these funds was \$20 billion. We also offer local-market funds that we distribute in Japan through financial intermediaries. As of December 31, 2009, retail AUM in these funds was \$3 billion.

AllianceBernstein Investments serves as the principal underwriter and distributor of the U.S. Funds. AllianceBernstein Investments employs approximately 140 sales representatives who devote their time exclusively to promoting the sale of U.S. Funds and certain other Retail Products and Services offered by financial intermediaries.

AllianceBernstein (Luxembourg) S.A. (“AllianceBernstein Luxembourg”), a Luxembourg management company and one of our wholly-owned subsidiaries, generally serves as the placing or distribution agent for the Non-U.S. Funds. AllianceBernstein Luxembourg employs approximately 60 sales representatives who devote their time exclusively to promoting the sale of Non-U.S. Funds and other Retail Products and Services offered by financial intermediaries.

Private Client Services

Through Bernstein GWM, we provide Private Client Services to 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, with a minimum initial account size of \$500,000. As of December 31, 2009, private client AUM was \$75 billion, or 15% of our company-wide AUM as compared to \$69 billion, or 15%, as of December 31, 2008 and \$109 billion, or 14%, as of December 31, 2007. For more information concerning private client AUM, revenues and fees, see “Assets Under Management, Revenues and Fees” in this Item 1.

Our Private Client Services are built on a sales effort that involves 292 financial advisors based in 18 cities in the U.S. and in London, England. These advisors do not manage money, but work with private clients and their tax, legal and other advisors to assist them in determining a suitable mix of U.S. and non-U.S. equity securities and fixed income investments. The diversified portfolio created for each client is intended to maximize after-tax investment returns, in light of the client’s individual investment goals, income requirements, risk tolerance, tax situation and other relevant factors. In creating these portfolios, we utilize our research reports, investment planning services and the Wealth Management Group, which has in-depth knowledge of trust, estate and tax planning strategies.

Bernstein Research Services

Bernstein Research Services consist of fundamental research, quantitative services and brokerage-related services in equities and listed options provided to institutional investors such as pension fund, hedge fund and mutual fund managers, and other institutional investors. Brokerage-related services are provided by SCB LLC in the United States and SCBL primarily in Europe, with research services also provided by Sanford C. Bernstein, a unit of AllianceBernstein Hong Kong Limited (a wholly-owned subsidiary of AllianceBernstein, “AB Hong Kong”), in Asia.

For more information concerning the revenues we derive from Bernstein Research Services, see “Assets Under Management, Revenues and Fees” in this Item 1.

We provide fundamental company and industry research along with disciplined research into securities valuation and factors affecting stock-price movements. Our analysts are consistently among the highest ranked research analysts in industry surveys conducted by third-party organizations.

Additionally, we provide equity capital markets services to issuers of publicly-traded securities, primarily in initial public offerings and follow-on offerings, acting as manager, syndicate member or selling group member.

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Assets Under Management, Revenues and Fees

The following tables summarize our AUM and revenues by distribution channel:

Assets Under Management(1)

	2009	December 31, 2008 (in millions)	2007	% Change	
				2009-08	2008-07
Institutional Services	\$300,052	\$291,361	\$508,081	3.0	% (42.7)%
Retail Services	120,697	101,643	183,165	18.7	(44.5)
Private Client Services	74,753	68,947	109,144	8.4	(36.8)
Total	\$495,502	\$461,951	\$800,390	7.3	(42.3)

(1) Excludes certain non-discretionary client relationships.

Revenues

	Years Ended December 31,			% Change	
	2009	2008	2007	2009-08	2008-07
	(in thousands)				
Institutional Services	\$811,164	\$1,240,636	\$1,481,885	(34.6)%	(16.3)%
Retail Services	888,256	1,227,538	1,521,201	(27.6)	(19.3)
Private Client Services	589,665	849,830	960,669	(30.6)	(11.5)
Bernstein Research Services	434,605	471,716	423,553	(7.9)	11.4
Other(1)	187,600	(239,037)	332,441	n/m	n/m
Total Revenues	2,911,290	3,550,683	4,719,749	(18.0)	(24.8)
Less: Interest Expense	4,411	36,524	194,432	(87.9)	(81.2)
Net Revenues	\$2,906,879	\$3,514,159	\$4,525,317	(17.3)	(22.3)

(1) Other revenues primarily consist of dividend and interest income, investment gains (losses) and shareholder servicing fees. For additional information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7.

AXA and its subsidiaries, whose AUM consists primarily of fixed income investments, together constitute our largest client. Our affiliates represented approximately 22%, 21% and 15% of our company-wide AUM as of December 31, 2009, 2008 and 2007, respectively. We earned approximately 4%, 5% and 5% of our company-wide net revenues from our affiliates for each of 2009, 2008 and 2007, respectively. This AUM is included in our Institutions and Retail buy-side distribution channels.

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Institutional Services

The following tables summarize our Institutional Services AUM and revenues:

Institutional Services Assets Under Management(1)							
(by Investment Service)							
	2009	December 31, 2008	2007	% Change			
	(in millions)			2009-08	2008-07		
Value Equity:							
U.S.	\$19,028	\$22,598	\$49,235	(15.8)%	(54.1)%
Global and International	88,758	84,787	192,472	4.7		(55.9)
	107,786	107,385	241,707	0.4		(55.6)
Growth Equity:							
U.S.	18,124	16,075	31,908	12.7		(49.6)
Global and International	34,762	38,034	88,691	(8.6)	(57.1)
	52,886	54,109	120,599	(2.3)	(55.1)
Fixed Income:							
U.S.	71,832	66,151	73,240	8.6		(9.7)
Global and International(2)	41,083	37,900	44,066	8.4		(14.0)
	112,915	104,051	117,306	8.5		(11.3)
Other(3):							
U.S.	9,677	6,617	12,426	46.2		(46.7)
Global and International(2)	16,788	19,199	16,043	(12.6)	19.7	
	26,465	25,816	28,469	2.5		(9.3)
Total:							
U.S.	118,661	111,441	166,809	6.5		(33.2)
Global and International	181,391	179,920	341,272	0.8		(47.3)
Total	\$300,052	\$291,361	\$508,081	3.0		(42.7)

(1) Excludes certain non-discretionary client relationships.

(2) Certain client assets were reclassified among investment services to more accurately reflect how these assets are managed by our firm.

(3) Includes index, structured, asset allocation services and other non-actively managed AUM.

Revenues from Institutional Services

(by Investment Service)

	Years Ended December 31,			% Change			
	2009	2008	2007	2009-08	2008-07		
	(in thousands)						
Investment Advisory and Services Fees:							
Value Equity:							
U.S.	\$57,596	\$108,921	\$153,747	(47.1)%	(29.2)%
Global and International	375,914	607,431	747,957	(38.1)	(18.8)

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	433,510	716,352	901,704	(39.5)	(20.6)
Growth Equity:					
U.S.	51,017	70,119	108,691	(27.2)	(35.5)
Global and International	150,612	276,676	311,727	(45.6)	(11.2)
	201,629	346,795	420,418	(41.9)	(17.5)
Fixed Income:					
U.S.	90,798	85,333	91,144	6.4	(6.4)
Global and International	73,316	77,640	53,533	(5.6)	45.0
	164,114	162,973	144,677	0.7	12.6
Other(1):					
U.S.	1,895	2,883	4,441	(34.3)	(35.1)
Global and International	9,343	11,633	10,353	(19.7)	12.4
	11,238	14,516	14,794	(22.6)	(1.9)
Total Investment Advisory and Services Fees:					
U.S.	201,306	267,256	358,023	(24.7)	(25.4)
Global and International	609,185	973,380	1,123,570	(37.4)	(13.4)
	810,491	1,240,636	1,481,593	(34.7)	(16.3)
Distribution Revenues(2)	—	—	292	—	(100.0)
Shareholder Servicing Fees(2)	673	—	—	n/m	—
Total	\$811,164	\$1,240,636	\$1,481,885	(34.6)	(16.3)

(1) Includes index, structured, asset allocation services and other non-actively managed AUM.

(2) For a description of distribution revenues and shareholder servicing fees, see “Retail Services” below.

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As of December 31, 2009, 2008 and 2007, Institutional Services represented approximately 61%, 63% and 63%, respectively, of our company-wide AUM. The fees we earned from these services represented approximately 28%, 35% and 33% of our company-wide net revenues for 2009, 2008 and 2007, respectively.

AXA and its subsidiaries together constitute our largest institutional client. Their AUM accounted for approximately 26%, 25% and 16% of our total institutional AUM as of December 31, 2009, 2008 and 2007, respectively, and approximately 10%, 8% and 7% of our total institutional revenues for 2009, 2008 and 2007, respectively.

The institutional AUM we manage for our affiliates, along with our nine other largest institutional accounts, accounted for approximately 40% of our total institutional AUM as of December 31, 2009 and approximately 19% of our total institutional revenues for the year ended December 31, 2009. No single institutional client other than AXA and its subsidiaries accounted for more than approximately 1% of our company-wide net revenues for the year ended December 31, 2009.

We manage the assets of our institutional clients through written investment management agreements or other arrangements, all of which are generally terminable at any time or upon relatively short notice by either party. In general, our written investment management agreements may not be assigned without client consent.

We are compensated principally on the basis of investment advisory fees calculated as a percentage of assets under management. The percentage we charge varies with the type of investment service, the size of the account and the total amount of assets we manage for a particular client.

We are eligible to earn performance-based fees on approximately 13% of institutional assets under management, which are primarily invested in long-only equity and fixed income services. Performance-based fees provide for a relatively low asset-based fee plus an additional fee based on investment performance. For additional information about performance-based fees, see “General—Revenues” in this Item 1 and “Risk Factors” in Item 1A.

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Retail Services

The following tables summarize our Retail Services AUM and revenues:

Retail Services Assets Under Management (by Investment Service)					
	2009	December 31, 2008 (in millions)	2007	2009-08	% Change 2008-07
Value Equity:					
U.S.	\$ 11,253	\$ 12,086	\$ 33,488	(6.9)%	(63.9)%
Global and International	26,232	28,053	56,560	(6.5)	(50.4)
	37,485	40,139	90,048	(6.6)	(55.4)
Growth Equity:					
U.S.	9,552	8,494	24,637	12.5	(65.5)
Global and International	14,339	11,544	23,530	24.2	(50.9)
	23,891	20,038	48,167	19.2	(58.4)
Fixed Income:					
U.S.	9,635	9,857	10,627	(2.3)	(7.2)
Global and International	30,263	20,178	29,855	50.0	(32.4)
	39,898	30,035	40,482	32.8	(25.8)
Other(1):					
U.S.	16,416	9,851	4,468	66.6	120.5
Global and International	3,007	1,580	—	90.3	n/m
	19,423	11,431	4,468	69.9	155.8
Total:					
U.S.	46,856	40,288	73,220	16.3	(45.0)
Global and International	73,841	61,355	109,945	20.4	(44.2)
Total	\$ 120,697	\$ 101,643	\$ 183,165	18.7	(44.5)

(1) Includes index, structured, asset allocation services and other non-actively managed AUM.

Revenues from Retail Services (by Investment Service)					
	2009	Years Ended December 31, 2008 (in thousands)	2007	2009-08	% Change 2008-07
Investment Advisory and Services Fees:					
Value Equity:					
U.S.	\$ 45,211	\$ 88,394	\$ 129,125	(48.9)%	(31.5)%
Global and International	121,514	216,561	262,369	(43.9)	(17.5)
	166,725	304,955	391,494	(45.3)	(22.1)
Growth Equity:					
U.S.	46,672	84,651	119,880	(44.9)	(29.4)
Global and International	85,583	130,247	168,817	(34.3)	(22.8)

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	132,255	214,898	288,697	(38.5)	(25.6)
Fixed Income:					
U.S.	30,219	30,888	39,644	(2.2)	(22.1)
Global and International	175,595	195,373	224,335	(10.1)	(12.9)
	205,814	226,261	263,979	(9.0)	(14.3)
Other(1):					
U.S.	8,972	3,702	1,868	142.4	98.2
Global and International	9,429	1,297	—	627.0	n/m
	18,401	4,999	1,868	268.1	167.6
Total Investment Advisory and Services Fees:					
U.S.	131,074	207,635	290,517	(36.9)	(28.5)
Global and International	392,121	543,478	655,521	(27.8)	(17.1)
	523,195	751,113	946,038	(30.3)	(20.6)
Distribution Revenues(2)	275,372	376,372	471,031	(26.8)	(20.1)
Shareholder Servicing Fees(2)	89,689	100,053	104,132	(10.4)	(3.9)
Total	\$ 888,256	\$ 1,227,538	\$ 1,521,201	(27.6)	(19.3)

(1) Includes index, structured, asset allocation services and other non-actively managed AUM.

(2) For a description of distribution revenues and shareholder servicing fees, see below.

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Investment advisory fees and distribution fees for our Retail Products and Services are generally charged as a percentage of average daily AUM. In the past, as certain of the U.S. Funds grew, we revised our fee schedules to provide lower incremental fees above certain asset levels. Fees paid by the U.S. Funds, EQ Advisors Trust (“EQAT”), AXA Enterprise Multimanager Funds Trust (“AXA Enterprise Trust”) and AXA Premier VIP Trust are reflected in the applicable investment management agreement, which generally must be approved annually by the boards of directors or trustees of those funds, including by a majority of the independent directors or trustees. Increases in these fees must be approved by fund shareholders; decreases need not be, including any decreases implemented by a fund’s directors or trustees. In general, each investment management agreement with the AllianceBernstein Funds, EQAT, AXA Enterprise Trust and AXA Premier VIP Trust provides for termination by either party at any time upon 60 days’ notice.

Fees paid by Non-U.S. Funds are reflected in investment management agreements that continue until they are terminated. Increases in these fees generally must be approved by the relevant regulatory authority, depending on the domicile and structure of the fund, and Non-U.S. Fund shareholders must be given advance notice of any fee increases.

Revenues from Retail Services represented approximately 31%, 35% and 34% of our company-wide net revenues for the years ended December 31, 2009, 2008 and 2007, respectively.

Our Retail Products and Services include open-end mutual funds designed to fund benefits under variable annuity contracts and variable life insurance policies offered by unaffiliated life insurance companies (“Variable Product Series Fund”), and we sub-advise variable product mutual funds sponsored by affiliates. As of December 31, 2009, we managed or sub-advised approximately \$36 billion of Variable Product Series Fund AUM.

The mutual funds we sub-advise for AXA and its subsidiaries together constitute our largest retail client. They accounted for approximately 25%, 21% and 22% of our total retail AUM as of December 31, 2009, 2008 and 2007, respectively, and approximately 5%, 7% and 7% of our total retail revenues for 2009, 2008 and 2007, respectively.

Our mutual fund distribution system (the “System”) includes a multi-class share structure that permits open-end AllianceBernstein Funds to offer investors various options for the purchase of mutual fund shares, including both front-end load shares and back-end load shares. For front-end load shares, AllianceBernstein Investments generally pays sales commissions to financial intermediaries distributing the funds from the front-end sales charge it receives from investors at the time of the sale. For back-end load shares, AllianceBernstein Investments pays sales commissions to financial intermediaries at the time of sale and also receives higher ongoing distribution services fees from the mutual funds. In addition, investors who redeem back-end load shares before the expiration of the minimum holding period (which ranges from one year to four years) pay a contingent deferred sales charge (“CDSC”) to AllianceBernstein Investments. We expect to recover sales commissions for back-end load shares over periods not exceeding five and one-half years through receipt of a CDSC and/or the higher ongoing distribution services fees we receive from holders of back-end load shares. Payments of sales commissions made to financial intermediaries in connection with the sale of back-end load shares under the System, net of CDSC received of \$18.7 million, \$33.7 million and \$31.1 million, totaled approximately \$31.6 million, \$9.1 million and \$84.1 million during 2009, 2008 and 2007, respectively. We have not offered back-end load shares to new investors in U.S. Funds since January 31, 2009.

The rules of the Financial Industry Regulatory Authority, Inc. (“FINRA”) effectively cap the aggregate sales charges that may be received from each open-end U.S. Fund by AllianceBernstein Investments at 6.25% of cumulative gross sales (plus interest at the prime rate plus 1% per annum).

Most open-end U.S. Funds have adopted a plan under Rule 12b-1 of the Investment Company Act that allows the fund to pay, out of assets of the fund, distribution and service fees for the distribution and sale of its shares (“Rule 12b-1 Fees”). The open-end AllianceBernstein Funds have entered into agreements with AllianceBernstein Investments under

which they pay a distribution services fee to AllianceBernstein Investments. AllianceBernstein Investments has entered into selling and distribution agreements pursuant to which it pays sales commissions to the financial intermediaries that distribute our open-end U.S. Funds. These agreements are terminable by either party upon notice (generally 30 days) and do not obligate the financial intermediary to sell any specific amount of fund shares.

In addition to Rule 12b-1 Fees, AllianceBernstein Investments, at its own expense, currently provides additional payments under distribution services and educational support agreements to financial intermediaries that sell shares of our funds, a practice sometimes referred to as revenue sharing. Although the amount of payments made in any given year may vary, the total amount paid to a financial intermediary in connection with the sale of shares of U.S. Funds will generally not exceed the sum of (i) 0.25% of the current year's fund sales by that firm, and (ii) 0.10% of average daily net assets attributable to that firm over the course of the year.

Financial intermediaries that provide accounting or record-keeping services with respect to their customers' investments in AllianceBernstein Funds may receive specified payments from these funds or from affiliates of AllianceBernstein, including AllianceBernstein Investor Services, Inc. (one of our wholly-owned subsidiaries, "AllianceBernstein Investor Services") and AllianceBernstein Investments.

During 2009, the 10 financial intermediaries responsible for the largest volume of sales of open-end AllianceBernstein Funds were responsible for 36% of such sales. AXA Advisors, LLC ("AXA Advisors"), a wholly-owned subsidiary of AXA Financial that utilizes members of AXA Equitable's insurance sales force as its registered representatives, was responsible for approximately 2%, 4% and 2% of total sales of shares of open-end AllianceBernstein Funds in 2009, 2008 and 2007, respectively. AXA Advisors is under no obligation to sell a specific amount of AllianceBernstein Fund shares and also sells shares of mutual funds sponsored by other affiliates and unaffiliated organizations.

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Morgan Stanley Smith Barney LLC (formed in 2009 by the combination of the Global Wealth Management group of Morgan Stanley & Co. Inc. and the Smith Barney division of Citigroup Global Markets Inc., "MSSB") was responsible for approximately 5% of our open-end AllianceBernstein Fund sales in 2009. Merrill Lynch & Co., Inc. (and its subsidiaries, "Merrill Lynch"), which was acquired by Bank of America Corporation in 2008, was responsible for approximately 5%, 8% and 7% of open-end AllianceBernstein Fund sales in 2009, 2008 and 2007, respectively. Citigroup Inc. (and its subsidiaries, "Citigroup") was responsible for approximately 4%, 7% and 7% of open-end AllianceBernstein Fund sales in 2009, 2008 and 2007, respectively. MSSB, Merrill Lynch and Citigroup are not under any obligation to sell a specific amount of AllianceBernstein Fund shares and each also sells shares of mutual funds that it sponsors and that are sponsored by unaffiliated organizations.

No dealer or agent has in any of the last three years accounted for more than 10% of total sales of shares of our open-end AllianceBernstein Funds.

Based on industry sales data reported by the Investment Company Institute, our market share in the U.S. mutual fund industry was approximately 1% of total industry assets in the U.S. during 2009. The investment performance of the U.S. Funds is an important factor in the sale of their shares, but there are also other factors, including the level and quality of our shareholder services (see below) and the amounts and types of distribution assistance and administrative services payments we make to financial intermediaries, which we believe are competitive with others in the industry.

AllianceBernstein Investor Services, which operates in San Antonio, Texas, provides transfer agency and related services for each open-end U.S. Fund (except the SCB Funds) and provides shareholder servicing for each open-end U.S. Fund's shareholder accounts (approximately 3.5 million accounts in total), for which it receives a monthly fee under servicing agreements with each open-end U.S. Fund based on the number and type of shareholder accounts serviced. Each servicing agreement must be approved annually by the relevant open-end U.S. Fund's board of directors or trustees, including a majority of the independent directors or trustees, and may be terminated by either party without penalty upon 60 days' notice.

AllianceBernstein Funds utilize our personnel to perform most legal, clerical and accounting services. Payments to us by the U.S. Funds and certain Non-U.S. Funds for these services, which approximate \$7 million per year, must be specifically approved in advance by each fund's board of directors or trustees.

A unit of AllianceBernstein Luxembourg ("ABIS Lux") is the transfer agent for substantially all of the Non-U.S. Funds. ABIS Lux, based in Luxembourg and supported by operations in Singapore, Hong Kong and the United States, receives a monthly fee for its transfer agency services and a transaction-based fee under various services agreements with the Non-U.S. Funds. Each agreement may be terminated by either party upon 60 days' notice.

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Private Client Services

The following tables summarize Private Client Services AUM and revenues:

Private Client Services Assets Under Management
(by Investment Service)

	2009	December 31, 2008 (in millions)	2007	2009-08	% Change 2008-07
Value Equity:					
U.S.	\$ 14,137	\$ 13,254	\$ 25,259	6.7	% (47.5)%
Global and International	11,751	11,627	25,497	1.1	(54.4)
	25,888	24,881	50,756	4.0	(51.0)
Growth Equity:					
U.S.	10,384	8,425	16,004	23.3	(47.4)
Global and International	6,941	5,709	12,175	21.6	(53.1)
	17,325	14,134	28,179	22.6	(49.8)
Fixed Income:					
U.S.	30,862	29,287	29,498	5.4	(0.7)
Global and International	621	606	676	2.5	(10.4)
	31,483	29,893	30,174	5.3	(0.9)
Other(1):					
U.S.	15	21	25	(28.6)	(16.0)
Global and International	42	18	10	133.3	80.0
	57	39	35	46.2	11.4
Total:					
U.S.	55,398	50,987	70,786	8.7	(28.0)
Global and International	19,355	17,960	38,358	7.8	(53.2)
Total	\$ 74,753	\$ 68,947	\$ 109,144	8.4	(36.8)

(1) Includes index, structured, asset allocation services and other non-actively managed AUM.

Revenues from Private Client Services
(by Investment Service)

	2009	Years Ended December 31, 2008(1)	2007(1)	2009-08	% Change 2008-07
	(in thousands)				
Investment Advisory and Services Fees:					
Value Equity:					
U.S.	\$ 143,390	\$ 232,662	\$ 286,851	(38.4)%	(18.9)%
Global and International	113,908	191,805	244,492	(40.6)	(21.5)
	257,298	424,467	531,343	(39.4)	(20.1)
Growth Equity:					
U.S.	106,131	159,622	161,078	(33.5)	(0.9)

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Global and International	68,693	106,358	121,628	(35.4)	(12.6)
	174,824	265,980	282,706	(34.3)	(5.9)
Fixed Income:					
U.S.	152,205	154,936	142,078	(1.8)	9.0
Global and International	2,126	2,336	2,316	(9.0)	0.9
	154,331	157,272	144,394	(1.9)	8.9
Other(2):					
U.S.	17	15	23	13.3	(34.8)
Global and International	176	43	91	309.3	(52.7)
	193	58	114	232.8	(49.1)
Total Investment Advisory and Services Fees:					
U.S.	401,743	547,235	590,030	(26.6)	(7.3)
Global and International	184,903	300,542	368,527	(38.5)	(18.4)
	586,646	847,777	958,557	(30.8)	(11.6)
Distribution Revenues(3)	1,956	2,053	2,112	(4.7)	(2.8)
Shareholder Servicing Fees(3)	1,063	—	—	n/m	—
Total	\$ 589,665	\$ 849,830	\$ 960,669	(30.6)	(11.5)

(1) Certain 2008 and 2007 investment advisory fee amounts have been reclassified to confirm to our 2009 product classification.

(2) Includes index, structured, asset allocation services and other non-actively managed AUM.

(3) For a description of distribution revenues and shareholder servicing fees, see “Retail Services” above.

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Private client accounts generally are managed pursuant to a written investment advisory agreement among the client, AllianceBernstein and SCB LLC, which usually is terminable at any time or upon relatively short notice by any party. In general, these contracts may not be assigned without the consent of the client. We are compensated under these contracts by fees calculated as a percentage of AUM at a specific point in time or as a percentage of the value of average assets under management for the applicable billing period, with these fees varying based on the types of investment services and the size of the account. The aggregate fees we charge for managing hedge funds may be higher than the fees we charge for managing other assets in private client accounts because hedge fund fees include performance-based fees, incentive allocations or carried interests in addition to asset-based fees. We are eligible to earn performance-based fees on approximately 4% of private client AUM, substantially all of which is held in hedge funds.

Revenues from Private Client Services represented approximately 20%, 24% and 21% of our company-wide net revenues for the years ended December 31, 2009, 2008 and 2007, respectively.

Bernstein Research Services

The following table summarizes Bernstein Research Services revenues:

Revenues from Bernstein Research Services

	Years Ended December 31,			% Change	
	2009	2008	2007	2009-08	2008-07
	(in thousands)				
Bernstein Research Services	\$434,605	\$471,716	\$423,553	(7.9) 11.4

We earn revenues for providing investment research to, and executing brokerage transactions for, institutional clients. These clients compensate us principally by directing SCB LLC and SCBL to execute brokerage transactions on their behalf, for which we earn transaction charges. These services accounted for approximately 15%, 13% and 9% of our company-wide net revenues for the years ended December 31, 2009, 2008 and 2007, respectively.

Fee rates charged for brokerage transactions have declined significantly in recent years, but increases in transaction volume in both the U.S. and Europe have more than offset these decreases. For additional information, see “Risk Factors” in Item 1A and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7.

We also earn revenues from the equity capital markets services we provide to issuers of publicly-traded securities. Depending on our role in a particular equity issuance, these revenues may take the form of underwriting fees, management fees and/or selling concessions.

Custody and Brokerage

Custody

SCB LLC acts as custodian for the majority of AllianceBernstein’s private client AUM and some of AllianceBernstein’s institutional AUM. Other custodial arrangements are maintained by client-designated banks, trust

companies, brokerage firms or custodians.

Brokerage

AllianceBernstein generally has the discretion to select the broker-dealers that execute securities transactions for client accounts. When selecting brokers, we are required to obtain “best execution”. Although there is no single statutory definition, SEC releases and other legal guidelines make clear that the duty to obtain best execution requires us to seek “the most advantageous terms reasonably available under the circumstances for a customer’s account”. In addition to commission rate, we take into account such factors as current market conditions, the broker’s financial strength, and the ability and willingness of the broker to commit capital by taking positions in order to execute transactions.

While we select brokers primarily on the basis of their execution capabilities, we may also take into consideration the quality and amount of research services a broker provides to us for the benefit of our clients. These research services, which are paid for with client commissions and which we purchase to augment our own research capabilities, are governed by Section 28(e) of the Exchange Act. We use broker-dealers that provide these services in consideration for commissions paid for the execution of client trades, subject at all times to our duty to seek best execution, and with respect to which we reasonably conclude, in good faith, that the value of the execution and other services we receive from the broker-dealer is reasonable in relation to the amount of commissions paid. The commissions charged by these full-service brokers are generally higher than those charged by electronic trading networks and other “low-touch” trading venues.

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We regularly execute transactions for our private clients through SCB LLC or SCBL, our affiliated broker-dealers, because these clients have generally subscribed to an all-inclusive package of services that includes brokerage, custody and investment advice. We sometimes execute institutional client transactions through SCB LLC or SCBL. We do so only when our clients have consented to our use of affiliated broker-dealers or we are otherwise permitted to do so, and only when we can execute these transactions in accordance with applicable law (i.e., our obligation to obtain best execution).

We may use third-party brokers to effect client transactions that also sell shares of AllianceBernstein Funds or third party funds we sub-advise; however, we prohibit our investment professionals who place trades from considering these other relationships or the sale of fund shares as a factor when selecting brokers to effect transactions.

Our Brokerage Allocation Committee has principal oversight responsibility for evaluating equity-related brokerage matters, including how to use research services we receive in a manner that is in the best interests of our clients and consistent with current regulatory requirements.

Service Marks

We have registered a number of service marks with the U.S. Patent and Trademark Office and various foreign trademark offices, including an “AB” design logo and the combination of such logo with the mark “AllianceBernstein”.

In connection with the Bernstein Transaction, we acquired all of the rights and title in, and to, the Bernstein service marks, including the mark “Bernstein”.

Regulation

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

AllianceBernstein, Holding, the General Partner, SCB LLC, AllianceBernstein Global Derivatives Corporation (a wholly-owned subsidiary of AllianceBernstein, “Global Derivatives”) and Alliance Corporate Finance Group Incorporated (a wholly-owned subsidiary of AllianceBernstein) are investment advisers registered under the Investment Advisers Act. SCB LLC and Global Derivatives are also registered with the Commodity Futures Trading Commission as commodity pool operators.

Each U.S. Fund is registered with the SEC under the Investment Company Act and the shares of most U.S. Funds are qualified for sale in all states in the United States and the District of Columbia, except for U.S. Funds offered only to residents of a particular state. AllianceBernstein Investor Services is registered with the SEC as a transfer and servicing agent.

SCB LLC and AllianceBernstein Investments are registered with the SEC as broker-dealers, and both are members of FINRA. SCB LLC is also a member of the NYSE and other principal U.S. exchanges. SCBL is a broker regulated by the Financial Services Authority of the United Kingdom (“FSA”) and is a member of the London Stock

Exchange. Sanford C. Bernstein, a unit of AB Hong Kong, is regulated by the Hong Kong Securities and Futures Commission.

AllianceBernstein Trust Company, LLC (“ABTC”), a wholly-owned subsidiary of AllianceBernstein, is a non-depository trust company chartered under New Hampshire law as a limited liability company. ABTC is authorized to act as trustee, executor, transfer agent, assignee, receiver, custodian, investment adviser and in any other capacity authorized for a trust company under New Hampshire law. As a state-chartered trust company exercising fiduciary powers, ABTC must comply with New Hampshire laws applicable to trust company operations (such as New Hampshire Revised Statutes Annotated Part 392), certain federal laws (such as ERISA and sections of the Bank Secrecy Act), and New Hampshire banking laws. The primary fiduciary activities of ABTC consist of serving as trustee to a series of collective investment funds, the investors of which currently are defined benefit and defined contribution retirement plans.

Many of our subsidiaries around the world are subject to minimum net capital requirements by the local laws and regulations to which they are subject. As of December 31, 2009, each of our subsidiaries subject to a minimum net capital requirement satisfied the applicable requirement.

Holding Units are listed on the NYSE and trade publicly under the ticker symbol “AB”. As a listed company, Holding is subject to applicable regulations promulgated by the NYSE.

Our relationships with AXA and its subsidiaries are subject to applicable provisions of the insurance laws and regulations of New York and other states. Under such laws and regulations, the terms of certain investment advisory and other agreements we enter into with AXA or its subsidiaries are required to be fair and equitable, charges or fees for services performed must be reasonable, and, in some cases, are subject to regulatory approval.

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Some of our subsidiaries are subject to the oversight of regulatory authorities in Europe, including the FSA in the U.K., and in Asia, including the Financial Services Agency in Japan, the Securities and Futures Commission in Hong Kong and the Monetary Authority of Singapore. While the requirements of these foreign regulators are often comparable to the requirements of the SEC and other U.S. regulators, they are sometimes more restrictive and may cause us to incur substantial expenditures of time and money in our efforts to comply.

Taxes

Holding, having elected under Section 7704(g) of the Internal Revenue Code of 1986, as amended (“Code”), to be subject to a 3.5% federal tax on partnership gross income from the active conduct of a trade or business, is a “grandfathered” publicly-traded partnership for federal income tax purposes. Holding is also subject to the 4.0% New York City unincorporated business tax (“UBT”), net of credits for UBT paid by 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. A “new line of business” would be any business that is not closely related to AllianceBernstein’s historical business of providing research and diversified investment management and related services to its clients. A new line of business is “substantial” when a partnership derives more than 15% of its gross income from, or uses more than 15% of its total assets in, the new line of business.

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 the 4.0% 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 also being filed. Foreign corporate subsidiaries are generally subject to taxes at higher rates in the foreign jurisdictions where they are located so, as our business increasingly operates in countries other than the U.S., our effective tax rate continues to increase.

For additional information, see “Risk Factors” in Item 1A.

History and Structure

We have been in the investment research and management business for approximately 40 years. Alliance Capital was founded in 1971 when the investment management department of Donaldson, Lufkin & Jenrette, Inc. (since November 2000, a part of Credit Suisse Group) merged with the investment advisory business of Moody’s Investor Services, Inc. Bernstein was founded in 1967.

In April 1988, Holding “went public” as a master limited partnership. Holding Units, which trade under the ticker symbol “AB”, have been listed on the NYSE since that time.

In October 1999, Holding reorganized by transferring its business and assets to AllianceBernstein, a newly-formed operating partnership, in exchange for all of the AllianceBernstein Units (“Reorganization”). Since the date of the Reorganization, AllianceBernstein has conducted the business formerly conducted by Holding and Holding’s activities have consisted of owning AllianceBernstein Units and engaging in related activities. As stated above, Holding Units trade publicly; AllianceBernstein Units do not trade publicly and are subject to significant restrictions on transfer. The General Partner is the general partner of both AllianceBernstein and Holding.

In October 2000, our two legacy firms, Alliance Capital and Bernstein, combined, bringing together Alliance Capital's expertise in growth equity and corporate fixed income investing, and its family of retail mutual funds, with Bernstein's expertise in value equity and tax-exempt fixed income management, and its Private Client and Bernstein Research Services businesses. For additional details about this business combination, see Note 2 to AllianceBernstein's consolidated financial statements in Item 8.

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As of December 31, 2009, the condensed ownership structure of AllianceBernstein was as follows (for a more complete description of our ownership structure, see “Principal Security Holders” in Item 12):

(1) Direct and indirect ownership including unallocated Holding Units held in a trust for our long-term incentive compensation plans.

The General Partner, an indirect wholly-owned subsidiary of AXA, owns 100,000 general partnership units in Holding and a 1% general partnership interest in AllianceBernstein. Including the general partnership interests in Holding and AllianceBernstein and its 1.4% equity interest in Holding, AXA, through certain of its subsidiaries (see “Principal Security Holders” in Item 12), had an approximate 62.1% economic interest in AllianceBernstein as of December 31, 2009.

AXA and its subsidiaries own all of the issued and outstanding shares of the common stock of AXA Financial. AXA Financial indirectly owns all of the issued and outstanding shares of AXA Equitable. See “Principal Security Holders” in Item 12.

AXA, a société anonyme organized under the laws of France, is the holding company for an international group of insurance and related financial services companies engaged in the financial protection and wealth management businesses. AXA’s operations are diverse geographically, with major operations in Western Europe, North America and the Asia/Pacific regions and, to a lesser extent, in other regions including the Middle East and Africa. AXA has five operating business segments: life and savings, property and casualty, international insurance, asset management and other financial services.

Competition

The financial services industry is intensely competitive and new entrants are continually attracted to it. No single or small group of competitors is dominant in the industry.

We compete in all aspects of our business with numerous investment management firms, mutual fund sponsors, brokerage and investment banking firms, insurance companies, banks, savings and loan associations, and other financial institutions that often provide investment products that have similar features and objectives as those we offer. Our competitors offer a wide range of financial services to the same customers that we seek to serve. Some of our competitors are larger, have a broader range of product choices and investment capabilities, conduct business in more markets, and have substantially greater resources than we do. These factors may place us at a competitive disadvantage, and we can give no assurance that our strategies and efforts to maintain and enhance our current client relationships, and create new ones, will be successful.

AXA and its subsidiaries provide financial services, some of which are competitive with those offered by AllianceBernstein. The AllianceBernstein Partnership Agreement specifically allows AXA Financial and its subsidiaries (other than the General Partner) to compete with AllianceBernstein and to exploit opportunities that may be available to AllianceBernstein. AXA, AXA Financial, AXA Equitable and certain of their respective subsidiaries have substantially greater financial resources than we do and are not obligated to provide resources to us.

To grow our business, we must be able to compete effectively for assets under management. Key competitive factors include:

- our investment performance for clients;
- our commitment to place the interests of our clients first;
 - the quality of our research;
- our ability to attract, retain, and motivate highly skilled, and often highly specialized, personnel;
 - the array of investment products we offer;
 - the fees we charge;
- Morningstar/Lipper rankings for the AllianceBernstein Funds;

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- our operational effectiveness;
- our ability to further develop and market our brand; and
- our global presence.

Increased competition could reduce the demand for our products and services, which could have a material adverse effect on our financial condition, results of operations and business prospects.

Competition is an important risk that our business faces and should be considered along with the other risk factors we discuss in Item 1A below.

Other Information

AllianceBernstein and Holding file or furnish annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other reports required to comply with federal securities laws. The public may read and copy any materials filed with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549, on official business days during the hours of 10:00 a.m. to 3:00 p.m. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

AllianceBernstein and Holding maintain an Internet site (<http://www.alliancebernstein.com>). The portion of the site at "Investor & Media Relations" and "Reports & SEC Filings" links to both companies' annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act. These reports are available through the site free of charge as soon as reasonably practicable after such material is filed with, or furnished to, the SEC.

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Item 1A. Risk Factors

Please read this section along with the description of our business in Item 1, the competition section just above and AllianceBernstein's financial information contained in Items 6, 7 and 8. The majority of the risk factors discussed below directly affect AllianceBernstein. These risk factors also affect Holding because Holding's principal source of income and cash flow is attributable to its investment in AllianceBernstein. See also "Cautions Regarding Forward-Looking Statements" in Item 7.

Poor investment performance may lead to loss of clients and a decline in AUM and revenues.

Our ability to achieve investment returns for clients that meet or exceed investment returns for comparable asset classes and competing investment services is a key consideration when clients decide to keep their assets with us or invest additional assets, as well as a prospective client's decision to invest with us. Our inability to meet or exceed relevant investment benchmarks could result in clients withdrawing assets and in prospective clients choosing to invest with competitors. This could also result in lower investment management fees, including minimal or no performance-based fees, which could result in a decline in our revenues.

Throughout 2008, and in particular during the fourth quarter, we underperformed benchmarks in virtually all of our services, in some cases by substantial amounts. In so doing, we failed to meet client expectations, which contributed to net outflows across each of our three buy-side distribution channels in 2008 and 2009. Although our investment performance improved significantly in 2009, we continued to experience net outflows in each of our three buy-side distribution channels, particularly in the Institutions channel. Although we are hopeful that our net outflows will continue to decline, this will depend on a number of factors, including our ability to sustain our improved investment performance, which cannot be assured, and the view that clients have of us as investment managers. Continuation of substantial net outflows for an extended period may have a significantly adverse effect on our results of operations and business prospects.

Changes in financial market levels have a direct and significant impact on our assets under management; a significant reduction in assets under management has a material adverse effect on our results of operations and business prospects.

Performance of financial markets (both domestic and international), global economic conditions, industry trends, interest rates, inflation rates, tax regulation changes and other factors that are difficult to predict affect the mix, market value and level of assets under management. Investment advisory and services fees, the largest component of revenues, are generally calculated as a percentage of the value of assets under management and vary with the type of account managed. Accordingly, fee income generally increases or decreases as assets under management increase or decrease and is affected by market appreciation or depreciation, inflow of new client assets (including purchases of mutual fund shares) and outflow of client assets (including redemption of mutual fund shares). In addition, changing market conditions and investment trends, particularly with respect to retirement savings, may reduce interest in certain of our investment products and may result in a reduction in assets under management

Significant weakness and volatility in global credit markets, particularly the rapid deterioration of the mortgage markets in the United States and Europe, during the second half of 2007 and early in 2008 was followed by global economic turmoil during the second half of 2008 and early in 2009. These conditions had a significant adverse effect on our 2009 and 2008 results of operations. Although global markets improved during 2009, there can be no assurance that such improvement will continue or that market conditions will not deteriorate again, which may have a significant adverse effect on our results of operations and business prospects.

Prolonged weakness in asset values may result in impairment of goodwill, intangible assets and the deferred sales commission asset.

If market conditions deteriorate significantly and securities valuations are depressed for prolonged periods of time (factors that are beyond our control), our AUM, revenues, profitability and unit price may be adversely affected. As a result, goodwill, intangible assets and/or the deferred sales commission asset may become impaired. The occurrence of an impairment would require a material charge to our earnings. For additional information about our impairment testing, see Item 7.

Our business is dependent on investment advisory, selling and distribution agreements that are subject to termination or non-renewal on short notice.

We derive most of our revenues pursuant to written investment management agreements (or other arrangements) with institutional investors, mutual funds and private clients, and selling and distribution agreements between AllianceBernstein Investments and financial intermediaries that distribute AllianceBernstein Funds. Generally, the investment management agreements (and other arrangements) are terminable at any time or upon relatively short notice by either party. The selling and distribution agreements are terminable by either party upon notice (generally 30 days) and do not obligate the financial intermediary to sell any specific amount of fund shares. In addition, investors in AllianceBernstein Funds can redeem their investments without notice. Any termination of, or failure to renew, a significant number of these agreements, or a significant increase in redemption rates, could have a material adverse effect on our results of operations and business prospects.

Furthermore, the investment management agreements pursuant to which we manage the U.S. Funds must be renewed and approved by the Funds' boards of directors or trustees annually. A significant majority of the directors/trustees are independent. Consequently, there can be no assurance that the board of directors or trustees of each fund will approve the fund's investment management agreement each year, or will not condition its approval on revised terms that may be adverse to us.

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Our ability to establish new client relationships and maintain existing ones is partly dependent on our relationships with various financial intermediaries and consultants that are not obligated to continue to work with us.

Our ability to market our Retail Products and Services, sub-advisory services and certain other investment services is partly dependent on our access to securities firms, brokers, banks and other intermediaries. These intermediaries generally offer their clients investment products in addition to, and in competition with, our products. In addition, certain institutional investors rely on consultants to advise them on the choice of investment adviser, and our Institutional Services are not always considered among the best choices by consultants. Also, our Private Client Services group relies on referrals from financial planners, registered investment advisers and other professionals. We cannot be certain that we will continue to have access to, or receive referrals from, these third parties. Loss of such access or referrals could have a material adverse effect on our results of operations and business prospects. For example, one or more investment consultants could advise their clients to move their assets away from us to other investment advisers, which could result in significant net outflows.

We may be unable to continue to attract and retain key personnel.

Our business depends on our ability to attract, retain and motivate highly skilled, and often highly specialized, technical, managerial and executive personnel; there is no assurance that we will be able to do so.

The market for qualified research analysts, portfolio managers, financial advisers, traders and other professionals is extremely competitive and is characterized by frequent movement of these investment professionals among different firms. Portfolio managers and financial advisers often maintain strong, personal relationships with their clients so their departure could cause us to lose client accounts, which could have a material adverse effect on our results of operations and business prospects.

We may enter into more performance-based fee arrangements with our clients in the future, which could cause greater fluctuations in our revenues.

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. In addition, 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 achieve the 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. We are eligible to earn performance-based fees on approximately 13% of the assets we manage for institutional clients and approximately 4% of the assets we manage for private clients (in total, approximately 9% of our company-wide AUM). 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. Our performance-based fees in 2009, 2008 and 2007 were \$29.8 million, \$13.4 million and \$81.2 million, respectively.

Approximately 72% of our hedge fund AUM is subject to high-watermarks, and we ended the fourth quarter of 2009 with approximately 89% of this AUM below high-watermarks by 10% or more. This will make it very difficult for us to earn performance-based fees in most of our hedge funds in 2010.

If we are unable to maintain our fee levels, or if our mix of assets under management changes, our results of operations may be adversely affected.

A shift from active equity services towards fixed income services and passive services may result in a corresponding decline in revenues and income because we generally earn higher fees from assets invested in our active equity services than in our fixed income services or passive services. A shift from global and international services to U.S. services may have a similar effect. The global economic turmoil experienced during the second half of 2008 and early in 2009 caused some investors to shift their investment preferences from active equities to fixed income, passive and money market products (some of which we do not offer), and this trend may continue or accelerate.

In addition, we may be required to reduce our fee levels, or restructure the fees we charge, because of, among other things, regulatory initiatives (whether industry-wide or specifically targeted), court decisions and competitive considerations. A reduction in fees will reduce our revenues. A reduction in revenues, without a commensurate reduction in expenses, will adversely affect our results of operations.

We may engage in strategic transactions that could pose risks.

As part of our business strategy, we consider potential strategic transactions, including acquisitions, dispositions, consolidations, joint ventures and similar transactions, some of which may be material. These transactions, if undertaken, may involve a number of risks and present financial, managerial and operational challenges, including:

- adverse effects on our earnings if acquired intangible assets or goodwill become impaired;
- existence of unknown liabilities or contingencies that arise after closing; and
- potential disputes with counterparties.

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Acquisitions also pose the risk that any business we acquire may lose customers or employees or could underperform relative to expectations. Furthermore, strategic transactions may require us to increase our leverage or, if we issue AllianceBernstein Units or Holding Units to fund an acquisition, dilute the holdings of our existing Unitholders.

Because many of our subsidiary operations are located outside of the United States and have functional currencies other than the U.S. dollar, changes in exchange rates to the U.S. dollar affect our reported financial results from one period to the next.

Although the largest components of our net revenues and expenses, as well as our AUM, are presently derived from the United States, we have subsidiaries outside of the United States whose functional currencies are not the U.S. dollar. As a result, fluctuations in exchange rates to the U.S. dollar affect our reported financial results from one period to the next. We may not be successful in our efforts to hedge our exposure to such fluctuations, which could have a negative effect on our reported financial results.

The individuals, counterparties or issuers on which we rely in the course of performing services for us or our clients may be unable or unwilling to honor their contractual obligations to us.

We rely on various third party counterparties and other vendors to fulfill their obligations to us, whether specified by contract, course of dealing or otherwise. Default rates, downgrades and disputes with counterparties as to the valuation of collateral increase significantly in times of market stress. Furthermore, disruptions in the financial markets and other economic challenges, like those presented by the recent global financial crisis, may cause our counterparties and other vendors to experience significant cash flow problems or even render them insolvent, which may expose us to significant costs.

Maintaining adequate liquidity for our general business needs depends upon certain factors, including operating cash flows and our access to credit on reasonable terms.

Our financial condition is dependent on our cash flow from operations, which is subject to the performance of the capital markets, our ability to maintain and grow client assets under management and other factors beyond our control. Our ability to issue public or private debt on reasonable terms may be limited by adverse market conditions, our profitability, our creditworthiness as perceived by lenders and changes in government regulations, including tax rates and interest rates. Furthermore, our access to bank credit or the debt markets depends significantly on our credit ratings. A downgrade to our credit ratings could increase our borrowing costs and limit our access to the capital markets. If we are unable to obtain funds and/or financing, we may be forced to incur unanticipated costs or revise our strategic plans, which could have a material adverse effect on our financial condition, results of operations and business prospects.

Unpredictable events, including natural disaster, technology failure and terrorist attack, may adversely affect our ability to conduct business.

War, terrorist attack, power failure, natural disaster and rapid spread of serious disease could interrupt our operations by:

- causing disruptions in U.S. or global economic conditions, thereby decreasing investor confidence and making investment products generally less attractive;

- inflicting loss of life;
- triggering massive technology failures or delays; and

- requiring substantial capital expenditures and operating expenses to remediate damage and restore operations.

Our operations require experienced, professional staff. Loss of a substantial number of such persons or an inability to provide properly equipped places for them to work may, by disrupting our operations, adversely affect our financial condition, results of operations and business prospects.

We depend on various systems and technologies for our business to function properly and to safeguard confidential information.

We utilize software and related technologies throughout our business, including both proprietary systems and those provided by outside vendors. Although we have established and tested business continuity plans, we may experience systems delays and interruptions and it is not possible to predict with certainty all of the adverse effects that could result from our failure, or the failure of a third party, to efficiently address these problems. These adverse effects could include the inability to perform critical business functions or failure to comply with financial reporting and other regulatory requirements, which could lead to loss of client confidence, harm to our reputation, exposure to disciplinary action and liability to our clients. Accordingly, potential system failures and the cost necessary to correct those failures could have a material adverse effect on our results of operations and business prospects.

In addition, we could be subject to losses if we fail to properly safeguard sensitive and confidential information. As part of our normal operations, we maintain and transmit confidential information about our clients as well as proprietary information relating to our business operations. Our systems could be damaged by unauthorized users or corrupted by computer viruses or other malicious software code, or authorized persons could inadvertently or intentionally release confidential or proprietary information. Such disclosure could, among other things, allow competitors access to our proprietary business information and require significant time and expense to investigate and remediate the breach.

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Our own operational failures or those of third parties we rely on, including failures arising out of human error, could disrupt our business, damage our reputation and reduce our revenues.

Weaknesses or failures in our internal processes or systems could lead to disruption of our operations, liability to clients, exposure to disciplinary action or harm to our reputation. Our business is highly dependent on our ability to process, on a daily basis, large numbers of transactions, many of which are highly complex, across numerous and diverse markets. These transactions generally must comply with investment guidelines, as well as stringent legal and regulatory standards.

Despite the contingency plans and facilities we have in place, our ability to conduct business may be adversely affected by a disruption in the infrastructure that supports our operations and the communities in which they are located. This may include a disruption involving electrical, communications, transportation or other services we may use or third parties with which we conduct business. If a disruption occurs in one location and our employees in that location are unable to occupy our offices or communicate with or travel to other locations, our ability to conduct business with and on behalf of our clients may suffer, and we may not be able to successfully implement contingency plans that depend on communication or travel.

Our obligations to clients require us to exercise skill, care and prudence in performing our services. Despite our employees being highly trained and skilled, the large number of transactions we process makes it highly likely that errors will occasionally occur. Should we make a mistake in performing our services that costs our clients money, we have a duty to act promptly to put the clients in the position they would have been in had we not made the error. The occurrence of mistakes, particularly significant ones, can have a material adverse effect on our reputation, results of operations and business prospects.

We may not accurately value the securities we hold on behalf of our discretionary clients or our company investments.

In accordance with applicable regulatory requirements, our obligations under investment management agreements with our clients and, if the client is a U.S. Fund, the approval and direction of the U.S. Fund's board of directors or trustees, we employ procedures for the pricing and valuation of securities and other positions held in client accounts or for company investments. We have established a Valuation Committee, composed of senior officers and employees, which oversees pricing controls and valuation processes. Where market quotations for a security are not readily available, the Valuation Committee determines a fair value for the security.

Extraordinary volatility in financial markets, significant liquidity constraints or our not adequately accounting for one or more factors when fair valuing a security based on information with limited market observability could result in our failing to properly value securities we hold for our clients or investments accounted for on our balance sheet. Improper valuation would likely result in our basing fee calculations on inaccurate AUM figures, our striking incorrect net asset values for company-sponsored mutual funds or, in the case of company investments, our inaccurately calculating and reporting our financial condition and operating results. Although the overall percentage of our AUM that we fair value based on information with limited market observability is not significant, inaccurate fair value determinations can harm our clients and create regulatory issues.

Our business is based on the trust and confidence of our clients; any damage to that trust and confidence can cause assets under management to decline.

We are dedicated to earning and maintaining the trust and confidence of our clients; the good reputation created thereby is essential to our business. Damage to our reputation could substantially impair our ability to maintain or grow our business.

Our substantial underperformance in virtually all of our investment services during 2008 injured our reputation among many clients, prospects and consultants. We are focused on continuing the improved investment performance we delivered in 2009 and, in so doing, rebuilding our reputation. Failure in this endeavor, however, could have a material adverse effect on our reputation, results of operations and business prospects.

We may not always successfully manage actual and potential conflicts of interest that arise in our business.

Our reputation is one of our most important assets. As our business and client base expands, we increasingly must manage actual and potential conflicts of interest, including situations where our services to a particular client conflict, or are perceived to conflict, with the interests of another client, as well as situations where certain of our employees have access to material non-public information that may not be shared with all employees of our firm. Failure to adequately address potential conflicts of interest could adversely affect our reputation, results of operations and business prospects.

We have procedures and controls that are designed to address and manage conflicts of interest, including those designed to prevent the improper sharing of information. However, appropriately managing conflicts of interest is complex and difficult, and our reputation could be damaged and the willingness of clients to enter into transactions in which such a conflict might arise may be affected if we fail, or appear to fail, to deal appropriately with conflicts of interest. In addition, potential or perceived conflicts could give rise to litigation or regulatory enforcement actions.

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Rates we charge for brokerage transactions have declined significantly in recent years, and we expect those declines to continue. In addition, recent capital markets and economic turmoil may reduce market volumes. Combined, these two factors may adversely affect Bernstein Research Services revenue.

Electronic, or “low-touch”, trading approaches represent a growing percentage of buy-side trading activity and produce transaction fees for execution-only services that are a small fraction of traditional full service fee rates. As a result, blended pricing for the industry and SCB has declined in recent years. In addition, fee rates charged by SCB and other brokers for traditional brokerage services have also historically experienced price pressure, and we expect these trends to continue. While increases in transaction volume and market share have in the past more than offset decreases in rates, this may not continue. Recent economic and market turmoil has severely impacted much of SCB’s client base, which in the near-term may adversely affect transaction volume generally.

Despite our efforts to manage exposures from principal positions taken by our sell-side business, these positions are subject to market risk.

Our sell-side business may use the firm’s capital to facilitate customer transactions, primarily relating to our trading activities in listed options. The resulting principal positions are exposed to market risk. We seek to manage this risk both by engaging in transactions designed to hedge the market risk and by maintaining a risk platform that includes the measurement and monitoring of financial exposures and operational processes. Our ability to manage this risk may be limited, however, by adverse changes in the liquidity of the security or the hedging instrument and in the correlation of price movements between the security and the hedging instrument. Similarly, the risk monitoring and risk mitigation techniques we employ and the related judgments we make cannot anticipate every possible economic and financial circumstance and outcome. Consequently, we may incur losses, which would adversely affect our results of operations and require us to increase our regulatory capital.

The costs of insurance are substantial and may increase.

Our insurance expenses are significant and can fluctuate significantly from year to year. Although these expenses slightly decreased in 2009, future increases are possible. In addition, certain insurance coverage may not be available or may only be available at prohibitive costs. As we renew our insurance policies, we may be subject to additional costs resulting from rising premiums, the assumption of higher deductibles and/or co-insurance liability. Also, there can be no assurance that a claim or claims will be covered by our insurance policies or, if covered, will not exceed the limits of available insurance coverage, or that our insurers will remain solvent and meet their obligations.

Our business is subject to pervasive global regulation, the compliance with which could involve substantial expenditures of time and money, and the violation of which may result in material adverse consequences.

Virtually all aspects of our business are subject to federal and state laws and regulations, rules of securities regulators and exchanges, and laws in the foreign countries in which our subsidiaries conduct business. If we violate these laws or regulations, we could be subject to civil liability, criminal liability or sanction, including revocation of our and our subsidiaries’ registrations as investment advisers or broker-dealers, revocation of the licenses of our employees, censures, fines, or temporary suspension or permanent bar from conducting business. A regulatory proceeding, even if it does not result in a finding of wrongdoing or sanction, could require substantial expenditures of time and money. Any such liability or sanction could have a material adverse effect on our financial condition, results of operations and business prospects. These laws and regulations generally grant supervisory agencies and bodies broad administrative powers, including, in some cases, the power to limit or restrict doing business for failure to comply with such laws and regulations. Moreover, regulators in non-U.S. jurisdictions could change their policies or laws in a manner that might restrict or otherwise impede our ability to market, distribute or register investment products in their respective markets. These local requirements could increase the expenses we incur in a specific jurisdiction without any

corresponding increase in revenues from operating in the jurisdiction.

Due to the extensive laws and regulations to which we are subject, we devote substantial time and effort to legal and regulatory compliance issues.

Regulation of the financial services industry is evolving.

As an investment firm, we are subject to financial services laws, regulations, corporate governance requirements, administrative actions and policies in each location in which we operate. In 2009, as many emergency government programs slowed or wound down, global regulatory and legislative focus generally moved to a second phase of broader reform and a restructuring of financial institution regulation. Legislators and regulators, particularly in the United States and Europe, are currently considering a wide range of proposals that, if enacted, may result in changes to the manner in which our global operations are regulated.

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The financial services industry is intensely competitive.

We compete on the basis of a number of factors, including our array of investment services, our investment performance for our clients, innovation, reputation and price. By having a global presence, we may face competitors with more experience and more established relationships with clients, regulators and industry participants in the relevant market, which could adversely affect our ability to expand. Furthermore, our poor investment performance during 2008, and what may be diminished confidence in our services on the part of clients and consultants, may make it more difficult for us to compete effectively. For additional information regarding competitive factors, see “Competition” in Item 1.

We are involved in various legal proceedings and regulatory matters and may be involved in such proceedings in the future, any one or combination of which could have a material adverse effect on our financial condition, results of operations and business prospects.

We are involved in various matters, including regulatory inquiries, administrative proceedings and litigation, some of which allege substantial damages, and we may be involved in additional matters in the future. Litigation is subject to significant uncertainties, particularly when plaintiffs allege substantial or indeterminate damages, or when the litigation is highly complex or broad in scope. We have described pending material legal proceedings in Item 3.

Structure-related Risks

The partnership structure of Holding and AllianceBernstein limits unitholders’ abilities to influence the management and operation of AllianceBernstein’s business and is highly likely to prevent a change in control of Holding and AllianceBernstein.

The General Partner, as general partner of both Holding and AllianceBernstein, generally has the exclusive right and full authority and responsibility to manage, conduct, control and operate their respective businesses, except as otherwise expressly stated in their respective Amended and Restated Agreements of Limited Partnership. Holding and AllianceBernstein Unitholders have more limited voting rights on matters affecting AllianceBernstein than do holders of common stock in a corporation. Both Amended and Restated Agreements of Limited Partnership provide that unitholders do not have any right to vote for directors of the General Partner and that unitholders can only vote on certain extraordinary matters (including removal of the General Partner under certain extraordinary circumstances). Additionally, the AllianceBernstein Partnership Agreement includes significant restrictions on transfers of AllianceBernstein Units and provisions that have the practical effect of preventing the removal of the General Partner, which are highly likely to prevent a change in control of AllianceBernstein’s management.

AllianceBernstein Units are illiquid.

There is no public trading market for AllianceBernstein Units and AllianceBernstein does not anticipate that a public trading market will ever develop. The AllianceBernstein Partnership Agreement restricts our ability to participate in a public trading market or anything substantially equivalent to one by providing that any transfer which may cause AllianceBernstein to be classified as a “publicly-traded partnership” as defined in Section 7704 of the Code shall be deemed void and shall not be recognized by AllianceBernstein. In addition, AllianceBernstein Units are subject to significant restrictions on transfer; all transfers of AllianceBernstein Units are subject to the written consent of AXA Equitable and the General Partner pursuant to the AllianceBernstein Partnership Agreement. Generally, neither AXA Equitable nor the General Partner will permit any transfer that it believes would create a risk that AllianceBernstein would be treated as a corporation for tax purposes. AXA Equitable and the General Partner have implemented a transfer policy that requires a seller to locate a purchaser, and imposes annual volume restrictions on transfers. You

may request a copy of the transfer program from our corporate secretary (corporate_secretary@alliancebernstein.com). Also, we have filed the transfer program as Exhibit 10.06 to this Form 10-K.

Changes in the partnership structure of Holding and AllianceBernstein and/or changes in the tax law governing partnerships would have significant tax ramifications.

Holding, having elected under Section 7704(g) of the Code, to be subject to a 3.5% federal tax on partnership gross income from the active conduct of a trade or business, is a “grandfathered” publicly-traded partnership (“PTP”) for federal income tax purposes. Holding is also subject to the 4.0% UBT, net of credits for UBT paid by 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. A “new line of business” would be any business that is not closely related to AllianceBernstein’s historical business of providing research and diversified investment management and related services to its clients. A new line of business is “substantial” when a partnership derives more than 15% of its gross income from, or uses more than 15% of its total assets in, the new line of business.

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 the 4.0% 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 at higher rates in the foreign jurisdiction where they are located. As our business increasingly operates in countries other than the U.S., our effective tax rate may increase because our international subsidiaries are subject to corporate level taxes in the jurisdictions where they are located.

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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 would be subject to federal and state corporate income tax on its net income. Furthermore, as noted above, 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 as set forth above.

In 2007 and again in 2009, Congress proposed tax legislation that would cause certain PTPs to be taxed as corporations, thus subjecting their income to a higher level of income tax. Holding is a PTP that derives its income from asset manager or investment management services through its ownership interest in AllianceBernstein. The legislation, in the form proposed, would not affect Holding's tax status. However, we cannot predict whether, or in what form, the proposed tax legislation will pass, and are unable to determine what effect any new legislation might have on us. If Holding were to lose its federal tax status as a grandfathered PTP, it would be subject to corporate income tax, which would reduce materially its net income and quarterly distributions to Holding Unitholders.

In its current form, the proposed legislation would not affect AllianceBernstein because it is a private partnership.

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Item 1B. Unresolved Staff Comments

Neither AllianceBernstein nor Holding has unresolved comments from the staff of the SEC to report.

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Item 2.

Properties

Our principal executive offices at 1345 Avenue of the Americas, New York, New York are occupied pursuant to a lease which extends until 2029. We currently occupy approximately 882,770 square feet of space at this location. We also occupy approximately 312,301 square feet of space at 135 West 50th Street, New York, New York under a lease expiring in 2029 and approximately 249,217 square feet of space at One North Lexington, White Plains, New York under a lease expiring in 2031. AllianceBernstein Investments and AllianceBernstein Investor Services occupy approximately 92,067 square feet of space in San Antonio, Texas under a lease expiring in 2029. We also lease space in 18 other cities in the United States.

Our subsidiaries and joint venture companies lease space in 27 cities outside the United States, the most significant of which are in London, England under leases expiring between 2010 and 2022, and in Tokyo, Japan under a lease expiring in 2018.

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Item 3. Legal Proceedings

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. 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 is difficult to predict the outcome or estimate a possible loss or range of loss because litigation is subject to significant uncertainties, particularly when plaintiffs allege substantial or indeterminate damages, or when the litigation is highly complex or broad in scope.

We have previously reported the filing of a purported class action complaint entitled *Hindo, et al. v. AllianceBernstein Growth & Income Fund, et al.* and our involvement in various other market timing-related matters. There have been no significant developments in these matters since we filed our Form 10-Q for the quarter ended September 30, 2009, in which these matters are more completely described. These matters are also described in Note 7 to Holding's financial statements in Item 8.

We are involved in various other matters, including regulatory inquiries, administrative proceedings and litigation, some of which allege substantial 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 financial condition, results of operations or business prospects.

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

Neither AllianceBernstein nor Holding submitted a matter to a vote of security holders during the fourth quarter of 2009.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market for Holding Units and AllianceBernstein Units; Cash Distributions

Holding Units are listed on the NYSE and trade publicly under the ticker symbol "AB".

There is no established public trading market for AllianceBernstein Units, which are subject to significant restrictions on transfer. In general, transfers of AllianceBernstein Units will be allowed only with the written consent of both AXA Equitable and the General Partner. Generally, neither AXA Equitable nor the General Partner will permit any transfer that it believes would create a risk that AllianceBernstein would be treated as a corporation for tax purposes. AXA Equitable and the General Partner have implemented a transfer policy, a copy of which you may request from our corporate secretary (corporate_secretary@alliancebernstein.com). Also, we have filed the transfer program as Exhibit 10.06 to this Form 10-K.

Each of Holding and AllianceBernstein distributes on a quarterly basis all of its Available Cash Flow, as defined in the Holding Partnership Agreement and the AllianceBernstein Partnership Agreement, to its unitholders and the General Partner. For additional information concerning distribution of Available Cash Flow by Holding, see Note 2 to Holding's financial statements in Item 8. For additional information concerning distribution of Available Cash Flow by AllianceBernstein, see Note 2 to AllianceBernstein's consolidated financial statements in Item 8.

Holding's principal source of income and cash flow is attributable to its limited partnership interests in AllianceBernstein.

The tables set forth below provide the distributions of Available Cash Flow made by AllianceBernstein and Holding during 2009 and 2008 and the high and low sale prices of Holding Units reflected on the NYSE composite transaction tape during 2009 and 2008:

	Quarters Ended 2009				Total
	December 31	September 30	June 30	March 31	
Cash distributions per AllianceBernstein Unit(1)	\$0.70	\$ 0.74	\$0.48	\$0.14	\$2.06
Cash distributions per Holding Unit(1)	\$0.62	\$ 0.67	\$0.41	\$0.07	\$1.77
Holding Unit prices:					
High	\$28.91	\$ 27.81	\$22.62	\$23.27	
Low	\$24.40	\$ 17.83	\$14.28	\$10.12	

	Quarters Ended 2008				Total
	December 31	September 30	June 30	March 31	
Cash distributions per AllianceBernstein Unit(1)	\$0.37	\$ 0.70	\$1.06	\$0.94	\$3.07
Cash distributions per Holding Unit(1)	\$0.29	\$ 0.60	\$0.96	\$0.83	\$2.68
Holding Unit prices:					
High	\$38.90	\$ 57.11	\$67.75	\$78.00	

Low	\$ 11.49	\$ 32.00	\$ 54.50	\$ 53.63
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(1) Declared and paid during the following quarter.

On December 31, 2009, the closing price of a Holding Unit on the NYSE was \$28.10 per Unit and there were 1,148 Holding Unitholders of record for approximately 80,000 beneficial owners. On December 31, 2009, there were 507 AllianceBernstein Unitholders of record, and we do not believe there are substantial additional beneficial owners.

Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities

We did not engage in any unregistered sales of our securities during the last three years.

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Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information relating to any Holding Units bought by us or one of our affiliates in the fourth quarter of the fiscal year covered by this report:

Issuer Purchases of Equity Securities

Period	Total Number of Holding Units Purchased (a)	Average Price Paid Per Holding Unit, net of Commissions (b)	Total Number of Holding Units Purchased as Part of Publicly Announced Plans or Programs (c)	Maximum Number (or Approximate Dollar Value) of Holding Units that May Yet Be Purchased Under the Plans or Programs (d)
10/1/09-10/31/09(1)	3,167	\$ 24.74	—	—
11/1/09-11/30/09	—	—	—	—
12/1/09-12/31/09(2)	292,350	25.92	—	—
Total	295,517	\$ 25.91	—	—

(1) On October 2 and 16, 2009, we purchased from employees 2,932 Holding Units and 235 Holding Units, respectively, to allow them to fulfill statutory withholding tax requirements at the time of distribution of long-term incentive compensation awards.

(2) On December 1 and 18, 2009, we purchased from employees 12,086 Holding Units and 280,264 Holding Units, respectively, to allow them to fulfill statutory withholding tax requirements at the time of distribution of long-term incentive compensation awards.

Neither AllianceBernstein nor any of our affiliates purchased AllianceBernstein Units during the fourth quarter of the fiscal year covered by this report.

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Item 6. Selected Financial Data

AllianceBernstein Holding L.P.

Selected Financial Data

	2009	Years Ended December 31,			2005
		2008	2007	2006	
	(in thousands, except per unit amounts)				
INCOME STATEMENT DATA:					
Equity in net income attributable to AllianceBernstein Unitholders	\$ 192,513	\$ 278,636	\$ 415,256	\$ 359,469	\$ 275,054
Income taxes	25,324	33,910	39,104	34,473	26,990
Net income	\$ 167,189	\$ 244,726	\$ 376,152	\$ 324,996	\$ 248,064
Basic net income per unit	\$ 1.80	\$ 2.79	\$ 4.35	\$ 3.85	\$ 3.04
Diluted net income per unit	\$ 1.80	\$ 2.79	\$ 4.32	\$ 3.82	\$ 3.02
CASH DISTRIBUTIONS PER UNIT(1)	\$ 1.77	\$ 2.68	\$ 4.33	\$ 4.02	\$ 3.00
BALANCE SHEET DATA AT PERIOD END:					
Total assets	\$ 1,912,301	\$ 1,601,442	\$ 1,575,234	\$ 1,568,034	\$ 1,377,054
Partners' capital	\$ 1,910,118	\$ 1,596,155	\$ 1,567,460	\$ 1,559,188	\$ 1,368,846

(1) Holding is required to distribute all of its Available Cash Flow, as defined in the Holding Partnership Agreement, to its unitholders.

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AllianceBernstein L.P.

Selected Consolidated Financial Data

Years Ended December 31,

2009 2008(1) 2007(1) 2006(1) 2005(1)
(in thousands, except per unit amounts and unless otherwise indicated)

INCOME STATEMENT DATA:

Revenues:

Investment advisory and services fees	\$ 1,920,332	\$ 2,839,526	\$ 3,386,188	\$ 2,890,229	\$ 2,259,392
Distribution revenues	277,328	378,425	473,435	421,045	397,800
Bernstein research services	434,605	471,716	423,553	375,075	352,757
Dividend and interest income	26,730	91,752	284,014	266,520	152,781
Investment gains (losses)	144,447	(349,172)	29,690	62,200	29,070
Other revenues	107,848	118,436	122,869	123,171	116,788
Total revenues	2,911,290	3,550,683	4,719,749	4,138,240	3,308,588
Less: interest expense	4,411	36,524	194,432	187,833	95,863
Net revenues	2,906,879	3,514,159	4,525,317	3,950,407	3,212,725

Expenses:

Employee compensation and benefits	1,298,053	1,454,691	1,833,796	1,547,627	1,262,198
Promotion and servicing:					
Distribution plan payments	207,643	274,359	335,132	292,886	291,953
Amortization of deferred sales commissions	54,922	79,111	95,481	100,370	131,979
Other	173,250	207,506	252,468	218,944	198,004
General and administrative	558,361	539,198	574,506	574,904	378,856
Interest on borrowings	2,696	13,077	23,970	23,124	25,109
Amortization of intangible assets	21,126	20,716	20,716	20,710	20,700
Total expenses	2,316,051	2,588,658	3,136,069	2,778,565	2,308,799
Operating income	590,828	925,501	1,389,248	1,171,842	903,926
Non-operating income	33,657	18,728	15,756	20,196	34,446
Income before income taxes	624,485	944,229	1,405,004	1,192,038	938,372
Income taxes	45,977	95,803	127,845	75,045	64,571
Net income	578,508	848,426	1,277,159	1,116,993	873,801
Net income of consolidated entities attributable to non-controlling interests	(22,381)	(9,186)	(16,715)	(8,392)	(5,483)
Net income attributable to AllianceBernstein Unitholders	\$ 556,127	\$ 839,240	\$ 1,260,444	\$ 1,108,601	\$ 868,318
Basic net income per AllianceBernstein Unit	\$ 2.07	\$ 3.18	\$ 4.80	\$ 4.26	\$ 3.37
Diluted net income per AllianceBernstein Unit	\$ 2.07	\$ 3.18	\$ 4.77	\$ 4.22	\$ 3.35
Operating margin(2)	19.6 %	26.1 %	30.3 %	29.5 %	28.0 %
CASH DISTRIBUTIONS PER ALLIANCEBERNSTEIN UNIT(3)	\$ 2.06	\$ 3.07	\$ 4.77	\$ 4.42	\$ 3.33
BALANCE SHEET DATA AT PERIOD END:					
Total assets	\$ 7,214,940	\$ 8,503,459	\$ 9,368,754	\$ 10,601,105	\$ 9,490,480

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Debt	\$248,987	\$284,779	\$533,872	\$334,901	\$407,291
Total Capital	\$4,701,955	\$4,486,826	\$4,688,878	\$4,624,512	\$4,312,042
ASSETS UNDER MANAGEMENT					
AT PERIOD END (in millions)	\$495,502	\$461,951	\$800,390	\$716,921	\$578,552

(1) Certain prior-year amounts have been reclassified to conform to our 2009 presentation. See Note 2 to AllianceBernstein's consolidated financial statements in Item 8 for a discussion of reclassifications.

(2) Operating income less net income attributable to non-controlling interests as a percentage of net revenue.

(3) AllianceBernstein is required to distribute all of its Available Cash Flow, as defined in the AllianceBernstein Partnership Agreement, to its unitholders and the General Partner.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Executive Overview

Our firm rebounded from a very difficult 2008, posting strong relative investment returns for clients across our global platform. While we enhanced our investment process using the lessons learned last year, we stayed true to our philosophy of fusing our high-quality, in-depth fundamental research with innovative quantitative tools to deliver outperformance to our clients.

The strong capital markets of 2009, coupled with our broad-based relative outperformance, enabled us to grow client assets under management ("AUM") in 2009, despite increased client outflows for the full year. These outflows peaked in the second quarter of 2009, and we are confident that the trend of improving sales over the second half of 2009 will continue into 2010. The successful launch of new services in all our buy-side distribution channels, which we are aggressively pursuing, will aid in achieving this goal.

For the fourth quarter of 2009, the performance of our investment services relative to benchmarks or peer averages was strong in non-U.S. growth equities and fixed income but mixed in our value services. For the full year 2009, most of our services outperformed, materially so in many cases, exemplified by the exceptional returns in our blend strategies portfolios, with our top four institutional blend services outperforming their benchmarks by 280 to over 1,000 basis points for the year. Furthermore, fixed income services had a stellar year, with three of our five largest institutional services outperforming benchmarks by more than 1,000 basis points. In addition, three of our four largest retail fixed income services generated returns of more than 1,500 basis points above peer averages.

Our total AUM increased \$33.5 billion, or 7.3% during 2009, driven by market appreciation of \$107.4 billion, partly offset by net outflows of \$73.9 billion. Net outflows occurred primarily in our value and growth equity services, while our fixed income services experienced modest net outflows and our other investment services achieved modest net inflows.

Institutional AUM increased \$8.6 billion, or 3.0%, to \$300.0 billion during 2009, due to strong investment returns of \$66.1 billion, largely offset by net outflows of \$57.7 billion. While our pipeline of won but unfunded mandates decreased by 52.2% to \$3.6 billion from \$7.6 billion during 2009, our pipeline increased by 27.6% during the second half of 2009 from \$2.8 billion at the end of the second quarter. Strong relative performance led to some notable account wins in the latter part of the year, most notably in fixed income and regional value services.

Retail AUM increased \$19.1 billion, or 18.7%, to \$120.7 billion during 2009, led by market appreciation of \$28.3 billion, partly offset by net outflows of \$9.2 billion. Virtually all of the year's net outflows occurred during the first three quarters of 2009. Gross sales continued to improve throughout the year to \$7.8 billion in the fourth quarter of 2009 as compared to \$5.9 billion during the previous quarter.

Private Client AUM increased \$5.8 billion, or 8.4%, to \$74.8 billion during 2009, as market appreciation of \$13.0 billion was partly offset by net outflows of \$7.0 billion. Gross sales of \$2.4 billion and net outflows of \$0.8 billion in the fourth quarter compared favorably to the first three quarters of 2009.

Despite lower Bernstein Research Services revenues in 2009 compared to 2008, due primarily to market forces, our sell-side business made important strides in gaining market share and launching new products. We anticipate this trend will continue as we further globalize our research footprint and expand our array of client services in 2010. Specifically, we aim to increase our U.S. and European research market share, build out our newly-established Asia research platform, expand equity derivatives and electronic trading services, and develop our nascent equity

capital markets business.

Our full year 2009 net revenues decreased \$607.3 million, or 17.3%, compared to 2008, led by a \$919.2 million, or 32.4%, decrease in investment advisory and services fees and a \$101.1 million decrease in distribution revenues. Conversely, investment gains (losses) had a positive effect on net revenues of \$493.7 million, primarily the result of 2009 gains of \$120.5 million on investments related to employee deferred compensation awards, as compared to 2008 losses of \$325.0 million. Full year operating expenses declined \$272.6 million, or 10.5%, compared to 2008 driven mostly by lower employee compensation and benefits of \$156.6 million, a reflection of the 22.9% reduction in headcount during the last 15 months, and lower promotion and servicing expenses of \$125.2 million principally resulting from lower average Retail Services AUM. Accordingly, 2009 diluted net income per Holding Unit fell to \$1.80, down 35.5% compared to \$2.79 for 2008. In addition, our operating margin decreased 650 basis points from 26.1% in 2008 to 19.6% in 2009, due primarily to the decrease in investment advisory and services fees, partially offset by positive investment gains and lower operating expenses.

Global equity markets are still only halfway back to their October 2007 peak. Furthermore, cumulative 10-year returns for the S&P 500 and MSCI World indices are both still negative. With profitability at 30-year lows, we expect corporate earnings to rise and to see significant opportunities emerge for active asset managers.

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Our firm experienced a transitional year in 2009. We began the year with three main objectives: improving investment performance, reducing net asset outflows and right sizing our firm. We believe we succeeded on all three fronts. We are now focused on continuing to provide solid investment returns and world class service for our clients, expanding our product offerings, acquiring new clients, engaging and motivating our employees, and improving returns for Unitholders.

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Holding

Holding's principal source of income and cash flow is attributable to its investment in AllianceBernstein limited partnership Units. Holding's 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.

Results of Operations

	Years Ended December 31,			% Change	
	2009	2008	2007	2009-08	2008-07
	(in thousands, except per unit amounts)				
Net income attributable to AllianceBernstein Unitholders	\$556,127	\$839,240	\$1,260,444	(33.7)%	(33.4)%
Weighted average equity ownership interest	34.6 %	33.2 %	32.9 %		
Equity in net income attributable to AllianceBernstein Unitholders	\$192,513	\$278,636	\$415,256	(30.9)	(32.9)
Net income of Holding	\$167,189	\$244,726	\$376,152	(31.7)	(34.9)
Diluted net income per Holding Unit	\$1.80	\$2.79	\$4.32	(35.5)	(35.4)
Distribution per Holding Unit(1)	\$1.77	\$2.68	\$4.33	(34.0)	(38.1)

(1) 2008 distribution excludes a \$35.3 million insurance reimbursement.

In 2009 and 2008, net income and diluted net income per unit decreased from prior years due to lower equity in net income attributable to AllianceBernstein Unitholders.

Proposed Tax Legislation

See "Risk Factors" in Item 1A.

Capital Resources and Liquidity

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

	Years Ended December 31,			% Change	
	2009	2008	2007	2009-08	2008-07
	(in millions)				
Partners' capital, as of December 31	\$1,910.1	\$1,596.2	\$1,567.5	19.7 %	1.8 %
Distributions received from AllianceBernstein	160.1	338.4	449.3	(52.7)	(24.7)
Distributions paid to unitholders	(133.1)	(301.4)	(408.7)	(55.8)	(26.3)
Proceeds from exercise of compensatory options to buy Holding Units	-	13.5	50.1	(100.0)	(73.0)
Investment in AllianceBernstein with proceeds from exercise of compensatory	-	(13.5)	(50.1)	(100.0)	(73.0)

options to buy Holding Units					
Purchases of Holding Units by AllianceBernstein to fund deferred compensation plan awards, net	(7.0)	(2.4)	(50.9)	196.1	(95.4)
Issuance of Holding Units to fund deferred compensation plan awards	272.2	70.9	—	284.1	n/m
Available Cash Flow	169.3	235.1	374.3	(28.0)	(37.2)

Cash and cash equivalents were zero as of December 31, 2009, 2008 and 2007. 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 from its investment in AllianceBernstein will provide Holding with the resources to meet its financial obligations. See “Statements of Changes in Partners’ Capital and Comprehensive Income” and “Statements of Cash Flows” in Holding’s financial statements in Item 8. Issuances of Holding Units increased significantly in 2009 due to the grant of restricted Holding Units as long-term incentive compensation (see Note 16 to AllianceBernstein’s consolidated financial statements in Item 8 and “Compensation Elements for Executive Officers—Long-term Incentive Compensation” in Item 11 for a further description of restricted Holding Unit Awards).

Commitments and Contingencies

See Note 7 to Holding’s financial statements in Item 8.

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AllianceBernstein

Assets Under Management

Assets under management by distribution channel were as follows:

	As of December 31,			% Change	
	2009	2008	2007	2009-08	2008-07
	(in billions)				
Institutions	\$300.0	\$291.4	\$508.1	3.0	% (42.7)%
Retail	120.7	101.6	183.2	18.7	(44.5)
Private Client	74.8	69.0	109.1	8.4	(36.8)
Total	\$495.5	\$462.0	\$800.4	7.3	(42.3)

Assets under management by investment service were as follows:

	As of December 31,			% Change	
	2009	2008	2007	2009-08	2008-07
	(in billions)				
Equity					
Value:					
U.S.	\$44.4	\$47.9	\$108.0	(7.3)%	(55.6)%
Global & international	126.8	124.5	274.5	1.8	(54.7)
	171.2	172.4	382.5	(0.7)	(54.9)
Growth:					
U.S.	38.1	33.0	72.5	15.4	(54.5)
Global & international	56.0	55.3	124.4	1.4	(55.6)
	94.1	88.3	196.9	6.6	(55.2)
Total Equity	265.3	260.7	579.4	1.8	(55.0)
Fixed Income:					
U.S.	112.3	105.3	113.4	6.7	(7.1)
Global & international(1)	72.0	58.7	74.6	22.6	(21.3)
	184.3	164.0	188.0	12.4	(12.8)
Other (2):					
U.S.	26.1	16.5	16.9	58.3	(2.5)
Global & international(1)	19.8	20.8	16.1	(4.6)	29.6
	45.9	37.3	33.0	23.2	13.1
Total:					
U.S.	220.9	202.7	310.8	9.0	(34.8)
Global & international	274.6	259.3	489.6	5.9	(47.0)
Total	\$495.5	\$462.0	\$800.4	7.3	(42.3)

(1) Certain client assets were reclassified among investment services to more accurately reflect how these assets are managed by our firm.

(2) Includes index, structured, asset allocation services and other non-actively managed AUM.

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Changes in assets under management during 2009 were as follows:

	Distribution Channel			Total	Value Equity (in billions)	Investment Service			Total
	Institutions	Retail	Private Client			Growth Equity	Fixed Income(1)	Other (1)(2)	
Balance as of December 31, 2008	\$ 291.4	\$ 101.6	\$ 69.0	\$ 462.0	\$ 172.4	\$ 88.3	\$ 164.0	\$ 37.3	\$ 462.0
Long-term flows:									
Sales/new accounts	16.2	23.0	7.5	46.7	8.7	6.4	24.6	7.0	46.7
Redemptions/terminations	(56.2)	(25.8)	(8.0)	(90.0)	(46.3)	(22.2)	(19.9)	(1.6)	(90.0)
Cash flow/unreinvested dividends	(17.7)	(6.4)	(6.5)	(30.6)	(11.8)	(6.1)	(7.9)	(4.8)	(30.6)
Net long-term (outflows) inflows	(57.7)	(9.2)	(7.0)	(73.9)	(49.4)	(21.9)	(3.2)	0.6	(73.9)
Transfers	0.2	—	(0.2)	—	—	—	—	—	—
Market appreciation	66.1	28.3	13.0	107.4	48.2	27.7	23.5	8.0	107.4
Net change	8.6	19.1	5.8	33.5	(1.2)	5.8	20.3	8.6	33.5
Balance as of December 31, 2009	\$ 300.0	\$ 120.7	\$ 74.8	\$ 495.5	\$ 171.2	\$ 94.1	\$ 184.3	\$ 45.9	\$ 495.5

(1) Certain client assets were reclassified among investment services to more accurately reflect how these assets are managed by our firm.

(2) Includes index, structured, asset allocation services and other non-actively managed AUM.

Changes in assets under management during 2008 were as follows:

	Distribution Channel			Total	Value Equity (in billions)	Investment Service			Total
	Institutions	Retail	Private Client			Growth Equity	Fixed Income(1)	Other (1)(2)	
Balance as of December 31, 2007	\$ 508.1	\$ 183.2	\$ 109.1	\$ 800.4	\$ 382.5	\$ 196.9	\$ 188.0	\$ 33.0	\$ 800.4
Long-term flows:									
Sales/new accounts	38.5	23.3	11.0	72.8	30.9	16.3	21.8	3.8	72.8
Redemptions/terminations	(34.9)	(39.8)	(8.3)	(83.0)	(41.1)	(23.0)	(18.6)	(0.3)	(83.0)
Cash flow/unreinvested dividends	(18.0)	(8.6)	(7.4)	(34.0)	(19.1)	(11.5)	(11.5)	8.1	(34.0)
Net long-term (outflows) inflows	(14.4)	(25.1)	(4.7)	(44.2)	(29.3)	(18.2)	(8.3)	11.6	(44.2)
Transfers	(10.6)	10.6	—	—	—	—	—	—	—
Market depreciation	(191.7)	(67.1)	(35.4)	(294.2)	(180.8)	(90.4)	(15.7)	(7.3)	(294.2)
Net change	(216.7)	(81.6)	(40.1)	(338.4)	(210.1)	(108.6)	(24.0)	4.3	(338.4)
Balance as of December 31, 2008	\$ 291.4	\$ 101.6	\$ 69.0	\$ 462.0	\$ 172.4	\$ 88.3	\$ 164.0	\$ 37.3	\$ 462.0

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(1) Certain client assets were reclassified among investment services to more accurately reflect how these assets are managed by our firm.

(2) Includes index, structured, asset allocation services and other non-actively managed AUM.

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

	Years Ended December 31,			% Change	
	2009	2008	2007	2009-08	2008-07
	(in billions)				
Distribution Channel:					
Institutions	\$284.9	\$426.5	\$491.1	(33.2)%	(13.1)%
Retail	105.1	145.4	180.5	(27.7)	(19.4)
Private Client	68.6	93.2	104.8	(26.4)	(11.1)
Total	\$458.6	\$665.1	\$776.4	(31.1)	(14.3)
Investment Service:					
Value Equity	\$160.6	\$297.9	\$373.3	(46.1)%	(20.2)%
Growth Equity	86.1	152.6	186.0	(43.6)	(17.9)
Fixed Income(1)	170.8	182.2	179.0	(6.2)	1.8
Other(1)(2)	41.1	32.4	38.1	26.6	(14.8)
Total	\$458.6	\$665.1	\$776.4	(31.1)	(14.3)

(1) Certain client assets were reclassified among investment services to more accurately reflect how these assets are managed by our firm.

(2) Includes index, structured, asset allocation services and other non-actively managed AUM.

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Consolidated Results of Operations

	Years Ended December 31,			% Change	
	2009	2008	2007	2009-08	2008-07
	(in millions, except per unit amounts)				
Net revenues	\$2,906.9	\$3,514.2	\$4,525.3	(17.3)%	(22.3)%
Expenses	2,316.1	2,588.7	3,136.1	(10.5)	(17.5)
Operating income	590.8	925.5	1,389.2	(36.2)	(33.4)
Non-operating income	33.7	18.7	15.8	79.7	18.9
Income before income taxes	624.5	944.2	1,405.0	(33.9)	(32.8)
Income taxes	46.0	95.8	127.9	(52.0)	(25.1)
Net income	578.5	848.4	1,277.1	(31.8)	(33.6)
Net income of consolidated entities attributable to non-controlling interests	(22.4)	(9.2)	(16.7)	143.6	(45.0)
Net income attributable to AllianceBernstein Unitholders	\$556.1	\$839.2	\$1,260.4	(33.7)	(33.4)
Diluted net income per AllianceBernstein Unit	\$2.07	\$3.18	\$4.77	(34.9)	(33.3)
Distributions per AllianceBernstein Unit(1)	\$2.06	\$3.07	\$4.77	(32.9)	(35.6)
Operating margin(2)	19.6	% 26.1	% 30.3	%	%

(1) 2008 distribution excludes a \$35.3 million insurance reimbursement.

(2) Operating income less net income attributable to non-controlling interests as a percentage of net revenues.

In 2009, net income attributable to AllianceBernstein Unitholders decreased \$283.1 million, or 33.7%, to \$556.1 million and net income per AllianceBernstein Unit decreased \$1.11, or 34.9%, to \$2.07. The decrease was primarily due to lower investment advisory and services fees and distribution revenues, partially offset by investment gains (compared to losses in 2008), lower promotion and servicing expenses and lower employee compensation and benefits expenses.

In 2008, net income attributable to AllianceBernstein Unitholders decreased \$421.2 million, or 33.4%, to \$839.2 million, and net income per AllianceBernstein Unit decreased \$1.59, or 33.3%, to \$3.18. The decrease was due primarily to lower investment advisory and services fees resulting from lower AUM and significant mark-to-market losses on investments related to deferred compensation plan obligations, partially offset by lower employee compensation and benefits and promotion and servicing expenses.

Expense Reduction

The substantial decrease in AUM and the resulting decrease in fee revenues from levels during the first nine months of 2008 led us to undertake initiatives in the fourth quarter of 2008 that resulted in significant reductions in operating expenses and capital expenditures.

We continued those initiatives in 2009 as we reduced our headcount by 628, or 12.6%, during the year to 4,369, which, along with the reduction in force that occurred during the fourth quarter of 2008, represents a reduction of nearly 1,300 staff members, a 22.9% decline from our headcount peak during the third quarter of 2008. These actions reduced our fixed compensation costs (salaries and fringe benefits) by approximately \$130 million. Despite taking

these measures, we believe we have retained the intellectual capital required to service our clients and grow our business.

We have also reduced other controllable operating expenses, including print, mail, travel and entertainment, recruitment, seminars, market data services, communications, temporary help and technology consulting, by approximately \$75 million in 2009 as compared to 2008. In addition, we have eliminated or deferred nearly \$150 million of planned capital expenditures since the beginning of 2008.

If AUM increases, higher revenues should result which, when supported by a lower expense base, will generate a greater amount of income.

Units Outstanding

In December 2009, we issued approximately 8.5 million Holding Units to fund the 2009 restricted Holding Unit awards to eligible employees. The dilutive effect to earnings per Unit (“EPU”) during the fourth quarter of 2009 was not significant due to the timing of the issuance. However, the dilutive effect to EPU and per Unit distributions in 2010 will be approximately 3%. At the present time, management has not determined the extent to which we will repurchase units during future periods to minimize this dilutive impact.

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Net Revenues

The following table summarizes the components of net revenues:

	Years Ended December 31,			% Change	
	2009	2008	2007	2009-08	2008-07
	(in millions)				
Investment advisory and services fees:					
Institutions:					
Base fees	\$792.4	\$1,229.1	\$1,416.0	(35.5)%	(13.2)%
Performance-based fees	18.1	11.5	65.6	56.6	(82.4)
	810.5	1,240.6	1,481.6	(34.7)	(16.3)
Retail:					
Base fees	522.8	751.0	946.0	(30.4)	(20.6)
Performance-based fees	0.4	0.1	—	394.6	n/m
	523.2	751.1	946.0	(30.3)	(20.6)
Private Client:					
Base fees	575.3	846.0	943.0	(32.0)	(10.3)
Performance-based fees	11.3	1.8	15.6	521.3	(88.3)
	586.6	847.8	958.6	(30.8)	(11.6)
Total:					
Base fees	1,890.5	2,826.1	3,305.0	(33.1)	(14.5)
Performance-based fees	29.8	13.4	81.2	121.8	(83.4)
	1,920.3	2,839.5	3,386.2	(32.4)	(16.1)
Distribution revenues	277.3	378.4	473.4	(26.7)	(20.1)
Bernstein research services	434.6	471.7	423.5	(7.9)	11.4
Dividend and interest income	26.7	91.8	284.0	(70.9)	(67.7)
Investment gains (losses)	144.5	(349.2)	29.7	n/m	n/m
Other revenues	107.9	118.5	122.9	(8.9)	