

AllianceBernstein Preferred Limited

Directors' report and financial statements

For the year ended 31 December 2011

Registered number: 07095725

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Directors' report and financial statements

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Directors and advisers

| | |
|-----------------------------|--|
| Directors | L Mangan MR Manley |
| Company secretary | MR Manley |
| Registered office | 50 Berkeley Street London United Kingdom W1J 8HA |
| Bankers | HSBC Bank Plc 79 Piccadilly London W1V 0EU |
| Independent auditors | PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 7 More London Riverside London SE1 2RT |

Directors' report

For the year ended 31 December 2011

The directors present their annual report and the audited financial statements for the year ended 31 December 2011

Principal activities

AllianceBernstein Preferred Limited (the "company") was incorporated under the Companies Act 2006 as a private company limited by shares on 4 December 2009. The company's functional currency is United States Dollars and its principal activity is to act as a holding company for AllianceBernstein Limited and AllianceBernstein (Luxembourg) S a r l a company in which it acquired an investment on 15 November 2011.

Business Review

During the year the company acquired all the issued preference shares of AllianceBernstein (Luxembourg) S a r l giving it 20.25% ownership. The company will continue to act as the holding company of both AllianceBernstein Limited and AllianceBernstein (Luxembourg) S a r l.

Key Performance Indicators (KPIs)

The directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the company.

Future developments

Currently there are no significant future developments for the company. The company will continue its normal activities for the foreseeable future.

Results and dividends

The company's loss for the year was \$203m (period ending 31 December 2010 profit \$204m).

Two dividends totalling \$246m were recommended by the directors and paid during the year (period ending 31 December 2010 \$nil).

Directors

The directors who held office during the period and up to the date of signing the financial statements are as follows:

| | |
|-----------|-------------------------|
| R Alster | (resigned 25 May 2011) |
| C Chene | (resigned 25 May 2011) |
| A Lavi | (resigned 25 May 2011) |
| L Mangan | (appointed 25 May 2011) |
| MR Manley | (appointed 25 May 2011) |

Directors' report *(continued)*

For the year ended 31 December 2011

Directors' insurance

AllianceBernstein L P maintains insurance for the Directors in respect of their duties as directors of the company. This was in force in 2011 and up to the date of signing the financial statements.

Risk management

Market risk

(i) Interest rate risk

The company earns interest on cash balances and is not otherwise exposed to interest rate risk.

(ii) Foreign exchange risk

The company operates internationally and is therefore exposed to foreign exchange risk arising mainly from recognising assets and liabilities in foreign operations.

Credit risk

Credit risk arises from cash deposits with banks and financial institutions. The cash deposits with banks and high-quality financial institutions are a means of minimising credit risk.

Independent auditors

PricewaterhouseCoopers LLP have been appointed as the independent auditors of the company.

Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

Statement of directors' responsibilities *(continued)*

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

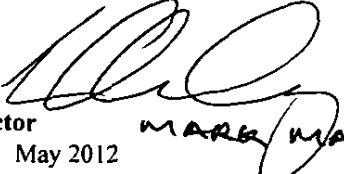
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

In the case of each of the persons who are directors at the time when this report is approved, so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and the directors have taken all steps that they ought to have taken as directors to make themselves aware of any audit information and to establish that the company's auditors are aware of that information.

This information is given and should be interpreted in accordance with the provisions of s 418 of the Companies Act 2006.

By order of the board

X 
Director
28 May 2012
Company registered number 07095725

Registered office
50 Berkeley Street
London
United Kingdom
W1J 8HA

Independent auditors' report to the members of AllianceBernstein Preferred Limited

We have audited the financial statements of AllianceBernstein Preferred Limited (the "company") for the year ended 31 December 2011 which comprise the profit and loss account, the balance sheet, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of directors' responsibilities set out on page 3 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Independent auditors' report to the members of AllianceBernstein Preferred Limited *(continued)*

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or
- the financial statements are not in agreement with the accounting records, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Alex Bertolotti (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
28 May 2012

Profit and loss account
For the year ended 31 December 2011

| | Note | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|--|------|---------------|--------------------------|
| | | \$ | \$ |
| Turnover | | - | - |
| Administrative expenses | | (22,218) | (26,616) |
| Other operating income and charges | 2 | (20,491) | (2,126,100) |
| Operating loss | | (42,709) | (2,152,716) |
| Interest receivable and similar income | 3 | 200,714 | 59,569 |
| Dividends received | 4 | 43,000,000 | 205,059,385 |
| Profit on ordinary activities before taxation | 5 | 43,158,005 | 202,966,238 |
| Tax on profit on ordinary activities | 7 | (27,194) | 586,081 |
| Profit on ordinary activities after taxation | | 43,130,811 | 203,552,319 |
| Dividends paid | 8 | (246,000,000) | - |
| Retained (Loss)/Profit for the financial period | | (202,869,189) | 203,552,319 |
| Retained profit brought forward | | 203,552,319 | - |
| Retained profit carried forward | | 683,130 | 203,552,319 |

There is no difference between the (loss)/profit for the financial year and total recognised gains and losses.

There is no material difference between the results as described in the profit and loss account and the profit on an unmodified historical cost basis. Accordingly, a note of the historical cost profits and losses for the period is not given.

All the amounts above are in respect of continuing operations.

The notes on pages 9 to 14 form part of these financial statements.

Balance sheet

For the year ended 31 December 2011

| | Note | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|---|------|-------------------|--------------------------|
| | | \$ | \$ |
| Fixed assets | | | |
| Investments | 9 | 19,512,877 | 15,031,543 |
| Current assets | | | |
| Cash at bank and in hand | 10 | 91,278 | 91,632 |
| Investments | 11 | 101,607 | 202,901,221 |
| Debtors | 12 | 505,021 | 586,083 |
| | | <u>697,906</u> | <u>203,578,936</u> |
| Creditors: amounts falling due within one year | 13 | <u>(14,775)</u> | <u>(26,616)</u> |
| Net current assets | | <u>683,131</u> | <u>203,552,320</u> |
| Total assets less current liabilities | | <u>20,196,008</u> | <u>218,583,863</u> |
| Net assets | | <u>20,196,008</u> | <u>218,583,863</u> |
| Capital and reserves | | | |
| Called up share capital | 14 | 19,512,878 | 15,031,544 |
| Profit and loss account | | <u>683,130</u> | <u>203,552,319</u> |
| Total shareholder's funds | 15 | <u>20,196,008</u> | <u>218,583,863</u> |

The notes on pages 9 to 14 form part of these financial statements

These financial statements were approved by the board of directors on behalf by

May, 2012 and were signed on its

X 
Director **MARK MANLEY**
28 May 2012

AllianceBernstein Preferred Limited
Co Registered number 07095725

Notes to the financial statements for the year ending 31 December 2011

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies which have been applied consistently throughout the year are set out below

Cash flow statement and related party disclosures

The company is exempt from preparing a cash flow statement under Financial Reporting Standard 1 (revised 1996) as it is a wholly owned subsidiary of an entity which prepares consolidated financial statements which are publicly available. The consolidated financial statements of AllianceBernstein L P, within which the company is included, can be obtained from the address given in Note 17.

The company is also exempt from the requirements of Financial Reporting Standard 8 to disclose related party transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties).

Consolidation Exemption

The financial statements contain information about AllianceBernstein Preferred Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, AllianceBernstein L P.

Fixed asset investments

Fixed asset investments are stated at cost less provision for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying values of these assets exceed their recoverable amount. The recoverable amount is the greater of net realisable value and value in use, and is determined based on management's assumptions and estimates.

Taxation

The charge for taxation is based on the results for the year ended 31 December 2011 and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Notes to the financial statements for the year ending 31 December 2011

(continued)

1 Accounting policies (continued)

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Current asset investments

Current asset investments are stated at fair value, which is determined by reference to official quoted market bid prices at the close of business on the balance sheet date. Any resulting gain or loss is included in "Other operating income and charges" in the profit and loss account.

Financial assets

The company recognises financial assets initially at fair value from the trade date, and continues to recognise them through the profit and loss account until the rights to receive cash flows have expired or the company has transferred substantially all the risks and rewards of ownership.

Change in functional currency

On 30 November 2010 when the company became the parent company of AllianceBernstein Limited the directors concluded that the most appropriate functional currency of the company was United States Dollars (USD). This decision was based on the fact that the majority of the company's assets are held in USD denominated investments. The original functional currency was Great British Pounds.

On the same date the functional currency was changed, all assets, liabilities, issued share capital and other components of equity and income statement items were translated into USD at the exchange rate prevailing on that day.

Impairment of financial assets

Indicators of impairment are reviewed for all financial assets at each reporting date. Such indicators include significant financial difficulties or losses in subsidiary undertakings, or significant decline in net assets of subsidiary undertakings. An impairment loss is recognised in the profit and loss account when there is objective evidence that an asset is impaired.

Financial liabilities

The company recognises financial liabilities from the trade date, and continues to recognise them until the liability has been settled, extinguished or has expired.

| | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|--------------------------------------|---------------|--------------------------|
| 2 Other operating income and charges | \$ | \$ |
| Net exchange loss | <u>20,491</u> | <u>2,126,100</u> |

Notes to the financial statements for the year ending 31 December 2011

(continued)

| 3 Interest receivable and similar income | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|---|------------------|----------------------------------|
| | \$ | \$ |
| Interest receivable on loans to group undertaking | 112,500 | - |
| Bank interest receivable | <u>88,214</u> | <u>59,569</u> |
| | <u>200,714</u> | <u>59,569</u> |

| 4 Dividends received | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|---|-------------------|----------------------------------|
| | \$ | \$ |
| Dividend received from AllianceBernstein Luxembourg S a r l | 43,000,000 | - |
| Dividend received from AllianceBernstein Limited | <u>-</u> | <u>205,059,385</u> |
| | <u>43,000,000</u> | <u>205,059,385</u> |

| 5 Profit on ordinary activities before taxation | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|--|------------------|----------------------------------|
| | \$ | \$ |
| This is stated after charging | | |
| Auditors' remuneration | <u>22,218</u> | <u>26,616</u> |

6 Remuneration of directors

The directors did not receive any emoluments in respect of their services to the company during the financial year (period ended 31 December 2010 \$nil) There were also no employees during the year (period ended 31 December 2010 nil)

7 Tax on profit on ordinary activities

The taxation credit for the period is set out below

| | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|--|------------------|----------------------------------|
| Current Tax: | \$ | \$ |
| Current year | 41,856 | (586,081) |
| Prior year adjustment | <u>(14,662)</u> | <u>-</u> |
| UK corporation tax on profits for the period | <u>27,194</u> | <u>(586,081)</u> |

Notes to the financial statements for the year ending 31 December 2011

(continued)

7 Tax on profit on ordinary activities (continued)

| | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|---|----------------------|--------------------------|
| | \$ | \$ |
| Profit on ordinary activities before corporation tax | <u>43,158,005</u> | <u>202,966,238</u> |
| UK corporation tax charge on profits for the period at 26.49% (period ended 31 December 2010: 28%) | 11,432,556 | 56,830,547 |
| Effects of disallowable expenditure | (11,390,700) | (57,416,628) |
| Adjustments in respect of prior periods | <u>(14,662)</u> | <u>-</u> |
| Total current tax | <u>27,194</u> | <u>(586,081)</u> |

The standard rate of corporation tax changed from 28% to 26% with effect from 1 April 2011. Accordingly the company's profits are taxed at an effective rate of 26.49% (period ended 31 December 2010: 28%). No deferred tax charge was recognised during the period.

In addition a number of further changes to the UK corporation tax system were announced in the March 2012 UK Budget Statement. A resolution passed by Parliament on 26 March 2012 reduced the main rate of corporation tax to 24% from 1 April 2012. Legislation to reduce the main rate of corporation tax from 24% to 23% from 1 April 2013 is expected to be included in the Finance Act 2012. A further reduction to the main rate is also proposed to reduce the rate to 22% from 1 April 2014. None of these rate reductions had been substantively enacted at the balance sheet date and therefore are not included in these financial statements.

| | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|-----------------------------------|--------------------------|--------------------------|
| | \$ | \$ |
| 8 Dividends paid | | |
| Interim dividend 15 June 2011 | 203,000,000 | - |
| Interim dividend 16 November 2011 | <u>43,000,000</u> | <u>-</u> |
| | <u>43,000,000</u> | <u>-</u> |

9 Fixed asset investments

| | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|--|--------------------------|--------------------------|
| | \$ | \$ |
| Shares in subsidiary undertakings | | |
| AllianceBernstein Limited - preference shares | 15,031,543 | 15,031,543 |
| AllianceBernstein (Luxembourg) S a r l - preference shares | <u>4,481,334</u> | <u>-</u> |
| | <u>19,512,877</u> | <u>15,031,543</u> |

| Name of subsidiary undertaking | % ownership of issued shares | Country of incorporation | Principal activity |
|--|---------------------------------|-----------------------------|--|
| AllianceBernstein Limited | 50.05 | United Kingdom | Investment management services |
| AllianceBernstein (Luxembourg) S a r l | 20.25 | Luxembourg | Administration and management of collective investments |

On 15 November 2011 the company entered into a contribution agreement with its parent company, AllianceBernstein Holdings (Cayman) Limited ("AB-Cay"), whereby the company allotted and issued 2,814,900 ordinary shares in exchange for AB-Cay's holding of membership interests in AllianceBernstein (Luxembourg) S a r l. Investments in group undertakings are stated at cost.

Notes to the financial statements for the year ending 31 December 2011

(continued)

| 10 Cash at bank and in hand | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|-----------------------------|---------------|--------------------------|
| | \$ | \$ |
| Cash at bank and in hand | <u>91,278</u> | <u>91 632</u> |

| 11 Current asset investments | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|---------------------------------------|----------------|--------------------------|
| | \$ | \$ |
| Government Short Term Investment Fund | <u>101,607</u> | <u>202,901,221</u> |

The directors believe that the carrying value of the investments is supported by their underlying net assets. On 15 June 2011 \$203m was transferred out of the Government Short Term Investment Fund and paid as a dividend to AllianceBernstein Holdings (Cayman) Limited.

12 Debtors

| Amounts falling due within one year | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|-------------------------------------|----------------|--------------------------|
| | \$ | \$ |
| Amounts owed by group undertakings | 502,586 | 2 |
| Other debtors including taxation | 2,435 | 586,081 |
| | <u>505,021</u> | <u>586 083</u> |

13 Creditors

| Amounts falling due within one year | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|-------------------------------------|---------------|--------------------------|
| | \$ | \$ |
| Accruals and deferred income | 14,775 | 26,616 |
| | <u>14,775</u> | <u>26,616</u> |

14 Called up share capital

| | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|--------------------------------------|-------------------|--------------------------|
| | \$ | \$ |
| <i>Allotted and fully paid</i> | | |
| 9,651,995 ordinary shares of £1 each | 15,031,544 | 15,031,544 |
| 2,814,900 ordinary shares of £1 each | 4,481,334 | - |
| | <u>19,512,878</u> | <u>15,031,544</u> |

On 15 November 2011 2,814,900 ordinary shares were issued by the company in exchange for a holding in AllianceBernstein (Luxembourg) S a r l.

Notes to the financial statements for the year ending 31 December 2011

(continued)

15 Reconciliation of movement in shareholder's funds

| | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|---|-------------------|--------------------------|
| | \$ | \$ |
| At beginning of the period | 218,583,863 | - |
| Net proceeds of issue of ordinary share capital | 4,481,334 | 15,031,544 |
| Profit for the financial period | 43,130,811 | 203,552,319 |
| Dividends | (246,000,000) | - |
| At end of the period | <u>20,196,008</u> | <u>218,583,863</u> |

16 Reserves

| | 31-Dec-11 | 4-Dec-09 to 31-Dec-10 |
|--|----------------|--------------------------|
| | \$ | \$ |
| At beginning of year | 203,552,319 | - |
| (Loss)/profit for the financial period | (202,869,189) | 203,552,319 |
| At end of year | <u>683,130</u> | <u>203,552,319</u> |

17 Financial risks

Credit risk

The company does not hold any collateral as security. For the purposes of the company's disclosures regarding credit quality, all financial assets subject to credit risk fall into the category "Financial assets neither past due nor impaired".

Interest rate risk

The only impact on income from interest rate fluctuations is on interest earned on cash balances.

Capital Risk Management

The company's objectives when managing capital are:

- to safeguard the company's ability to continue as a going concern,
- to provide returns for shareholders and benefits for other stakeholders,
- to maintain an optimal capital structure to reduce the cost of capital,
- to maintain financial strength to support new business growth, and
- to satisfy the requirements of its clients and regulators.

The board has a dividend payment policy in place which assesses the distributable reserves of the company and its cash flow position in its decision to pay dividends. The company is not subject to any base capital resources requirement.

18 Immediate and ultimate parent company

The company's immediate holding company is AllianceBernstein Holdings (Cayman) Limited, a company established in Cayman Islands. AllianceBernstein L.P. (established in the State of Delaware, USA) is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2011. The consolidated financial statements can be obtained from AllianceBernstein L.P., 1345 Avenue of the Americas, New York, N.Y., USA.

The ultimate holding company and controlling party is AXA, S.A., a French holding company for an international group of companies.