

AllianceBernstein Holdings Limited

Annual Report

For the year ended 31 December 2013

Registered number: 07095980



Directors' report and financial statements

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Directors and advisers

Directors	L Mangan MR Manley
Company secretary	A Fowler
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

Strategic report

For the year ended 31 December 2013

The directors present their strategic report for the year ended 31 December 2013

Principal activities

AllianceBernstein Holdings Limited (the "company") was incorporated under the Companies Act 2006 as a private company limited by shares on 4 December 2009. The company's principal activity is to act as a holding company for AllianceBernstein Limited and AllianceBernstein (Luxembourg) S a r l.

Business Review

During the year the company acquired all the issued share capital of AllianceBernstein Next 50 Emerging Markets (Luxembourg) Management, S a r l giving it 100% 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.

On behalf of the board



Director

25/4/2014

Company registered number 07095980

MARK MANLEY

Registered office
50 Berkeley Street
London
United Kingdom
W1J 8HA

Directors' report

For the year ended 31 December 2013

The directors present their annual report and the audited financial statements for the year ended 31 December 2013

Results and dividends

The company's loss for the financial year was £4,605 (2012 loss: £6,184)
No dividend has been recommended for payment by the directors (2012: £nil)

Directors

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

L Mangan
MR Manley

Directors' insurance

AllianceBernstein LLP maintains insurance for the Directors in respect of their duties as directors of the company. This was in force in 2012 and up to the date of signing the financial statements.

Risk Management

Interest rate risk

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

Credit risk

Credit risk arises from cash deposits with banks and other 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.

Creditor payment policy

AllianceBernstein agrees payment terms when entering into new business contracts with its suppliers. The company seeks to abide by the agreed terms whenever it is satisfied that the supplier has provided the goods or services in accordance with the agreed terms and conditions.

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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.

On behalf of the board

Director

25/4/2014

Company registered number 07095980



MARK MANLEY

Registered office
50 Berkeley Street
London
United Kingdom
W1J 8HA

Independent auditors' report to the members of AllianceBernstein Services Limited

Report on the financial statements

Our opinion

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2013 and of its loss and for the year then ended,
- have been properly prepared in accordance with (United Kingdom Generally Accepted Accounting Practice) as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

This opinion is to be read in the context of what we say below

What we have audited

The financial statements for the year ended 31 December 2013, which are prepared by AllianceBernstein Services Limited, comprise

- the Profit and Loss Account,
- the Balance Sheet, and
- the related notes

The financial reporting framework that has been applied in their preparation comprises applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) (ISAs (UK & Ireland)). 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 Strategic Report and Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion

we have not received all the information and explanations we require for our audit, or
adequate accounting records have not been kept or returns adequate for our audit have not been
received from branches not visited by us, or
the financial statements are not in agreement with the accounting records and returns

We have no exceptions to report arising from this responsibility

Directors' remuneration

Under the Companies Act 2006 we are required to report if, in our opinion, certain disclosures of directors remuneration specified by law have not been made. We have no exceptions to report arising from this responsibility


Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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 ISAs (UK & 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.



Alex Bertolotti (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
25 April 2014

Profit and loss account
For the year ended 31 December 2013

	Note	2013 £	2012 £
Turnover		-	-
Administrative expenses		(6,000)	(6 000)
Operating loss	2	(6,000)	(6 000)
Loss on ordinary activities before taxation		(6,000)	(6 000)
Tax on loss on ordinary activities	4	1,395	(184)
Loss for the financial year	11	(4,605)	(6,184)
Loss brought forward		(14 849)	(8 665)
Loss carried forward		(19,454)	(14 849)

There is no difference between the loss for the financial years and total recognised gains and losses

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

All the amounts above are in respect of continuing operations.

The notes on pages 9 to 13 form part of these financial statements.

Balance sheet

As at 31 December 2013

	Note	2013 £	2012 £
Fixed assets			
Investments	5	<u>20,735,156</u>	<u>20,724,756</u>
Current assets			
Cash at bank	6	93	93
Debtors	7	<u>4,454</u>	<u>3,059</u>
		4,547	3,152
Creditors – amounts falling due within one year	8	<u>(34,400)</u>	<u>(18,000)</u>
Net current liabilities		(29,853)	(14,848)
Total assets less current liabilities		20,705,303	20,709,908
Net assets		<u>20,705,303</u>	<u>20,709,908</u>
Capital and reserves			
Called up share capital	9	20,724,757	20,724,757
Profit and loss account		<u>(19,454)</u>	<u>(14,849)</u>
Total shareholders' funds	10	<u>20,705,303</u>	<u>20,709,908</u>

The notes on pages 9 to 13 form an integral part of these financial statements

These financial statements were approved by the board of directors on 10/4/2014 and were signed on its behalf by


 Director
 25/4/2014
 MARK MANLEY

AllianceBernstein Holdings Limited
Co. Registered number 07095980

Notes to the financial statements for the year ended 31 December 2013

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

Going concern

The financial statements have been prepared on a going concern basis. The directors are satisfied that should the company lack sufficient cash or other liquid assets to enable it to carry on business as a going concern, the company may for a period of no less than eighteen months, call upon its subsidiaries to advance the required amount for a period

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 13

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 Holdings 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 undertakings 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

Notes to the financial statements for the year ended 31 December 2013 *(continued)*

1 Accounting policies *(continued)*

Taxation

The charge for taxation is based on the results for the year ended 31 December 2013 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.

Financial Assets

Financial assets have been designated as fair value through profit and loss. The company recognises financial assets initially at fair value, 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.

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 at fair value and continues to recognise them until the liability has been settled, extinguished or has expired.

2 Operating loss

	2013	2012
	£	£
This is stated after charging		
Auditors' remuneration	<u>6,000</u>	<u>6,000</u>

3 Remuneration of directors

The directors did not receive any emoluments in respect of their services to the company during the financial year (2012: £nil). There were also no employees during the year (2012: nil).

Notes to the financial statements for the year ended 31 December 2013 (continued)

4 Tax on loss on ordinary activities

The taxation (credit)/charge for the year is set out below

	2013 £	2012 £
Loss on ordinary activities before taxation	<u>(6,000)</u>	<u>(6,000)</u>
UK corporation tax credit on losses for the year at 23.25% (2012: 24.50%)	(1,395)	(1,470)
Adjustments in respect of prior years	-	1,654
Total current tax	<u>(1,395)</u>	<u>184</u>

The standard rate of corporation tax changed from 24% to 23% with effect from 1 April 2013. Accordingly the company's profits are taxed at an effective rate of 23.25% (2012: 24.50%). No deferred tax charge was recognised during the year.

In addition a number of further changes to the UK corporation tax system were announced in the March 2013 UK Budget Statement. A resolution passed by Parliament reduced the main rate of corporation tax to 23% from 1 April 2013. Legislation to reduce the main rate of corporation tax from 23% to 21% from 1 April 2014 and 20% from 1 April 2015 was included in the Finance Act 2013.

5 Fixed asset investments

	2013 £	2012 £
Shares in subsidiary undertakings		
AllianceBernstein Next 50 Emerging Markets (Luxembourg) Management S a r l - ordinary shares	10,400	-
AllianceBernstein Limited - ordinary class B shares	9,634,530	9,634,530
AllianceBernstein (Luxembourg) S a r l - ordinary class B shares	<u>11,090,226</u>	<u>11,090,226</u>
	<u>20,735,156</u>	<u>20,724,756</u>

The directors believe that the carrying value of the investments is supported by their underlying net assets. During the year the company acquired 100% of the issued shares in the newly created AllianceBernstein Next 50 Emerging Markets (Luxembourg) Management S a r l.

Name of subsidiary undertaking	% ownership of issued shares	Country of incorporation	Principal activity
AllianceBernstein Limited	49.95	United Kingdom	Investment management services
AllianceBernstein (Luxembourg) S a r l	79.75	Luxembourg	Administration and management of collective investments
AllianceBernstein Next 50 Emerging Markets (Luxembourg) Management S a r l	100.00	Luxembourg	General partner of special limited partnership(s)

Notes to the financial statements for the year ended 31 December 2013 *(continued)*

6 Cash at bank

	2013 £	2012 £
Cash at bank	<u>93</u>	<u>93</u>

7 Debtors

Amounts falling due within one year	2013	2012
Amounts owed by group undertakings	3,059	1,589
Deferred tax asset	<u>1,395</u>	<u>1,470</u>
Total debtors	<u>4,454</u>	<u>3,059</u>

8 Creditors – amounts falling due within one year

Amounts falling due within one year	2013	2012
Amounts owed to group undertakings	28,400	12,000
Accrued audit fee	<u>6,000</u>	<u>6,000</u>
	<u>34,400</u>	<u>18,000</u>

9 Called up share capital

	2013	2012
<i>Allotted and fully paid</i>		
20,724,757 ordinary shares of £1 each	<u>20,724,757</u>	<u>20,724,757</u>

10 Reconciliation of movement in shareholders' funds

	2013	2012
At beginning of the year	20,709,908	20,716,092
Loss for the financial year	<u>(4,605)</u>	<u>(6,184)</u>
At end of the year	<u>20,705,303</u>	<u>20,709,908</u>

Notes to the financial statements for the year ended 31 December 2013 *(continued)*

11 Profit and loss account

	2013	2012
	£	£
At beginning of year	(14,849)	(8,665)
Loss for the financial year	(4,605)	(6,184)
At end of year	<u>(19,454)</u>	<u>(14,849)</u>

12 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

13 Immediate and ultimate parent company

The company's immediate holding company is AllianceBernstein International LLC, a company established in Delaware, United States of America. 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 2013. 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.