

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND**

IN RE MUTUAL FUNDS INVESTMENT LITIGATION

MDL DOCKET 1586

This Document Relates To:

Case Nos. 1:04 md-15862 (AMD)

IN RE ALLIANCE, TEMPLETON, BANK OF AMERICA/
NATIONS FUNDS, AND PILGRIM BAXTER

2:03-CV-5087 (E.D.N.Y.)

03 Civ. 7765 (S.D.N.Y.)

ALLIANCE SUBTRACK

1:04-CV-00586 (S.D.N.Y.)

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

- A. To recover as a member of the Investor Class based on your claims in the Alliance Sub-Track of the *In re Mutual Funds Investment Litigation* (MDL No. 1586), No. 1:04-MD-15862 (AMD) (the "Action"), you must complete this Proof of Claim and Release form ("Proof of Claim"). If you fail to submit a Proof of Claim by the deadline, your claim may be rejected and you may be precluded from receiving any recovery from the Settlement Fund created in connection with the proposed Settlements of the Action.¹
- B. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement Fund created in this Action.
- C. YOU MUST COMPLETE AND SUBMIT YOUR PROOF OF CLAIM VIA MAIL **POSTMARKED ON OR BEFORE DECEMBER 8, 2010**, ADDRESSED TO THE CLAIMS ADMINISTRATOR AS FOLLOWS:

In re Mutual Funds Investment Litigation – Alliance Sub-Track
c/o Rust Consulting, Inc.
Claims Administrator
P.O. Box 2308
Faribault, MN 55021-9308

If you are NOT a member of the Investor Class, as defined in the Notice of Pendency and Proposed Settlements of Securities Class, Derivative and ERISA Class Actions and Settlement Hearing which you may have received in the mail or in the Long-Form Notice of Pendency and Proposed Settlements of Securities Class, Derivative and ERISA Class Actions, Motion for Attorneys' Fees and Expenses and Settlement Hearing (the "Long-Form Notice") found at www.AllianceMutualFundLitigation.com, DO NOT submit a Proof of Claim.

Please Note: This litigation also involves an ERISA class action. Members of the ERISA Class are not required to submit a Proof of Claim. Rather, a Proof of Claim will be sent to the Alliance Plan for it to file a Proof of Claim on behalf of the Alliance Plan and its participants. To the extent that any ERISA Class Members also owned shares of the Class Funds directly (*i.e.*, not through the Alliance Plan), they will need to follow the claims process required for Investor Class Members in order to be eligible for payment with respect to those shares.

- D. If you are a member of the Investor Class, you are bound by the terms of any final judgments and orders entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

¹Investor Lead Counsel brought the Action to represent and pursue the claims of all holders of the AllianceBernstein Funds who, according to Investor Lead Counsel, had been injured by market-timing or late trading during the Class Period. In connection with the settlement, Investor Lead Counsel hired an expert to examine the trading records of the AllianceBernstein Funds and to investigate which of the AllianceBernstein Funds, if any, and thus their holders, had been potentially damaged, and after a thorough review, Investor Lead Counsel's expert determined that only certain mutual funds in the AllianceBernstein family of mutual funds had been potentially damaged as a result of market-timing and/or late trading (the "Class Funds"). Only those Funds that were determined to have been potentially damaged are Class Funds, and only the holders of Class Funds are members of the Investor Class.

II. INSTRUCTIONS FOR CLAIMANT IDENTIFICATION SCHEDULE

- A. If you purchased and/or held shares in one or more of the mutual funds in the AllianceBernstein family of mutual funds advised or managed by Alliance Capital Management, L.P. during the period from October 1, 1998 to September 30, 2003, inclusive (the "Class Period"), and the fund or funds in which you purchased and/or held shares during the Class Period was found by Investor Lead Counsel's expert to have been potentially damaged as a result of market-timing and/or late trading (referred to herein as the "Class Funds," which are set forth in the attached **APPENDIX**), and held the share(s) in your name, you are the beneficial owner as well as the record owner. If, however, the share(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial owner and the third party is the record owner.
- B. Use Part I of this form entitled "Claimant Identification" to identify each owner of record ("nominee"), if different from the beneficial owner of the shares of the Class Funds which form the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER(S), OR THE LEGAL REPRESENTATIVE OF SUCH OWNER(S) OF THE SHARES OF THE CLASS FUNDS UPON WHICH THIS CLAIM IS BASED.**
- C. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of persons or entities represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in the rejection of your claim.

III. INSTRUCTIONS FOR SCHEDULE OF TRANSACTIONS

- A. In the space provided below, supply all required details of your holding(s) in the Class Funds. If you need more space, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.
- B. Please provide the requested information with respect to **all** of your holdings in the Class Funds during the period from October 1, 1998 to September 30, 2003, inclusive. Failure to report all such information may result in the rejection of your claim.
- C. You will also need to submit supporting documentation concerning the number of shares you held in each of the Class Funds during the relevant calendar years. In most cases, your year-end mutual fund statements from the relevant 1998-2003 period will be sufficient. Failure to provide this documentation could delay verification of your claim or result in the rejection of your claim. If you did not hold any shares in a particular Fund during a particular calendar year, you do not need to submit documentation of your lack of holdings.
- D. The requests are designed to provide the minimum amount of information necessary to process the most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the hiring of an accounting expert at the Claimant's cost.

**MUST BE POSTMARKED
NO LATER THAN:
DECEMBER 8, 2010**

ALNC

FOR OFFICIAL USE ONLY

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND
*In re Mutual Funds Investment Litigation -
Alliance Sub-Track*
No. 1:04-MD-15862 (AMD)

PROOF OF CLAIM AND RELEASE

PLEASE TYPE OR PRINT USING BLACK OR BLUE INK.

PART I. CLAIMANT IDENTIFICATION - (COMPLETE EITHER SECTION A OR B AND THEN PROCEED TO C. PLEASE TYPE OR PRINT.)

A. Complete this Section ONLY if the Beneficial Owner is an individual, joint, or IRA account. Otherwise, proceed to B

Last Name (Beneficial Owner)	First Name (Beneficial Owner)
<input type="text"/>	<input type="text"/>
Last Name (Joint Beneficial Owner, if applicable)	First Name (Joint Beneficial Owner)
<input type="text"/>	<input type="text"/>
Name of IRA Custodian, if applicable	
<input type="text"/>	

If this account is an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA account, please include "IRA" in the "Last Name" box above (e.g., Jones IRA).

B. Complete this Section ONLY if the Beneficial Owner is an Entity; i.e., corporation, trust, estate, etc. Then, proceed to C.

Entity Name
<input type="text"/>
Name of Representative, if applicable (Executor, administrator, trustee, c/o, etc.)
<input type="text"/>

C. Account/Mailing Information:

Specify one of the following:

Individual(s) Joint Corporation UGMA Custodian IRA Partnership Estate Trust

Other:

Number and Street and P.O. Box

City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>

Foreign Province and Postal Code

Foreign Country

Telephone Number (Day)

Telephone Number (Evening)

E-mail Address

Account Number

Enter Taxpayer Identification Number below for the Beneficial Owner(s).

Social Security No. (for individuals) or Taxpayer Identification No.



QUESTIONS? VISIT www.AllianceMutualFundLitigation.com OR CALL 1-866-759-5122



PART II: HOLDINGS IN THE CLASS FUNDS

Please report in the Table below the number of shares you held in each of the Class Funds listed below at (or around) the end of each calendar year (which should be contained in your year-end mutual fund statements from the relevant 1998-2003 period). If you held shares in more than one account, please complete a separate Table for each such account.

Account Number:

Name of Account Holder:

Account Held at : AllianceBernstein or Elsewhere (Name):

Class Fund ¹	Number of Shares Held at (or around) December 31, 1998	Number of Shares Held at (or around) December 31, 1999	Number of Shares Held at (or around) December 31, 2000	Number of Shares Held at (or around) December 31, 2001	Number of Shares Held at (or around) December 31, 2002	Number of Shares Held at (or around) December 31, 2003
Alliance International Fund						
AllianceBernstein Americas Government Income Trust						
AllianceBernstein Balanced Shares						
AllianceBernstein Bond Fund – AllianceBernstein Corporate Bond Portfolio						
AllianceBernstein Disciplined Value Fund						
AllianceBernstein Emerging Market Debt Fund						
AllianceBernstein Global Small Cap Fund						
The AllianceBernstein Portfolios - AllianceBernstein Growth Fund						
AllianceBernstein Growth and Income Fund						
AllianceBernstein High Yield Fund						
AllianceBernstein Mid-Cap Growth Fund						
Alliance National Municipal Income Fund						



Class Fund ¹	Number of Shares Held at (or around) December 31, 1998	Number of Shares Held at (or around) December 31, 1999	Number of Shares Held at (or around) December 31, 2000	Number of Shares Held at (or around) December 31, 2001	Number of Shares Held at (or around) December 31, 2002	Number of Shares Held at (or around) December 31, 2003
AllianceBernstein New Europe Fund						
AllianceBernstein Premier Growth Fund						
AllianceBernstein Real Estate Investment Fund						
AllianceBernstein Quasar Fund						
AllianceBernstein Trust – AllianceBernstein Small Cap Value Fund						
AllianceBernstein Technology Fund						
AllianceBernstein Bond Fund – AllianceBernstein U.S. Government Portfolio						

¹If you own more than one class of stock in any Class Fund, sum the amounts for the classes. **Please Note:** Fund names as set forth above indicate the names of the funds as of the end of the Class Period. For present fund names, as well as prior names existing during the Class Period, please see the **APPENDIX** attached hereto.

YOU MUST READ THE RELEASE AND SIGN THE CERTIFICATION SECTION OF THE PROOF OF CLAIM ON PAGES 3-4. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

If you require additional space, attach extra tables in the same format as above. Copies of broker’s confirmations or other documentation evidencing your holdings in the Class Funds during the Class Period should be attached.

PART III: SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGEMENTS

1. I (We) submit this Proof of Claim and Release under the terms of the Stipulations and Agreements of Settlement described in the Long-Form Notice. I (We) also submit to the jurisdiction of the United States District Court for the District of Maryland with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein and any Final Judgments and Orders which may be entered in the Action. I (We) further acknowledge that I (we) am (are) bound by and subject to the terms of any Final Judgments and Orders that may be entered in the Action.
2. I (We) agree to furnish additional information to the Claims Administrator to support this claim if required to do so.
3. I (We) am (are) a member of the Investor Class as defined in the Long-Form Notice and am (are) not one of the persons or entities excluded from the Investor Class (i.e., defendants, members of the immediate family of each of the individual defendants, any subsidiary, affiliate, director, officer, or employee of any of the defendants, any entity in which any excluded person or entity has a controlling interest, or the legal representatives, heirs, successors and assigns of any excluded person or entity), and have not requested to be excluded from the Investor Class.



PART IV: DEFINITIONS AND RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, relinquish, discharge and release all "Settled Claims" against all "Released Persons," including "Unknown Claims," as those terms are defined, and contained, in the Stipulation and Agreement of Settlement dated November 4, 2009 between plaintiffs and the Alliance Settling Defendants (i.e., Alliance Capital Management Holding, L.P., Alliance Capital Management L.P. (n/k/a AllianceBernstein L.P.), Alliance Capital Management Corporation (n/k/a AllianceBernstein Corporation), AXA Financial, Inc., AXA S.A., The Equitable Life Assurance Society of the United States, n/k/a AXA Equitable Life Insurance Company, AllianceBernstein Investment Research and Management, Inc. (n/k/a AllianceBernstein Investments, Inc.), Alliance Global Investor Services, Inc. (n/k/a AllianceBernstein Investor Services, Inc.), each of the AllianceBernstein Funds, and each of the current and former subsidiaries, affiliates, officers, directors and trustees of the foregoing institutions, companies and AllianceBernstein Funds.
2. I (We) also hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, relinquish, discharge and release: (i) all "Released Claims" against the "Bear Stearns Released Parties" including "Unknown Claims," as those terms are defined and contained in the Alliance/Bear Stearns Severed Agreement and Stipulation of Settlement dated January 15, 2010 entered into between plaintiffs and Bear, Stearns & Co. Inc., Bear, Stearns Securities Corp, and The Bear Stearns Companies Inc., currently known as J.P. Morgan Securities Inc., J.P. Morgan Clearing Corp. and The Bear Stearns Companies LLC, respectively; (ii) all "Released Claims" against the "Security Brokerage Released Parties" including "Unknown Claims," as those terms are defined and contained in the AllianceBernstein/Security Brokerage Severed Agreement and Stipulation of Settlement dated January 15, 2010 entered into between plaintiffs and Daniel G. Calugar and Security Brokerage, Inc. (now known as Symphonic Alpha, LLC); (iii) all "Released Claims" against the "Canary Released Parties" including "Unknown Claims," as those terms are defined and contained in the AllianceBernstein/Canary Severed Agreement and Stipulation of Settlement dated January 15, 2010 entered into between plaintiffs and Canary Capital Partners, LLC, Canary Capital Partners, Ltd., Canary Investment Management, LLC, and Edward Stern; and (iv) all "Released Claims" against the "Bank of America Released Parties," including "Unknown Claims," as those terms are defined and contained in the Alliance/BAS Severed Agreement and Stipulation of Settlement dated January 28, 2010 entered into between plaintiffs and Banc of America Securities LLC. The foregoing settlement agreements can be found by visiting the settlement website, www.AllianceMutualFundLitigation.com. In addition, for more information regarding the claims released by the Settlements, please visit the settlement website and click on the "Releases" tab.
3. This release shall be of no force or effect unless and until the Court gives final approval to the Settlements and the Effective Dates for the Settlements occur.

PART V: REPRESENTATIONS

1. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.
2. I (We) hereby warrant and represent that I (we) have included information about all of my (our) holdings in the Class Funds during the Class Period and the number of shares of such Class Funds held by me (us) at the end of each calendar year during the Class Period (1998-2003).
3. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a) (1) (c) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

I declare under penalty of perjury under the laws of the State of Maryland and the United States of America that the foregoing information supplied by the undersigned is true and correct and that this Proof of Claim was executed

this ____ day of _____, _____ in _____, _____, _____
(Month) (Year) (City, State, Country)

[Redacted Signature Box]

(Sign your name here)

[Redacted Signature Box]

(Sign your name here)

[Redacted Name Box]

(Type or print your name here)

[Redacted Name Box]

(Type or print your name here)

[Redacted Capacity Box]

(Capacity of persons signing, e.g., Beneficial Purchaser, Executor or Administrator)

[Redacted Capacity Box]

(Capacity of persons signing, e.g., Beneficial Purchaser, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A
SIGNIFICANT AMOUNT OF TIME
THANK YOU FOR YOUR PATIENCE**



REMINDER CHECKLIST

1. Please read and sign the certification section of the Proof of Claim and Release on pages 3-4.
2. If this claim is being made on behalf of joint claimants, both must sign.
3. Remember to attach supporting documentation, if available.
4. Do not send original stock certificates.
5. Keep a copy of your Proof of Claim and Release and all documents submitted for your records.
6. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send the Claims Administrator your new address.

**THESE FORMS AND YOUR SUPPORTING DOCUMENTATION
MUST BE POSTMARKED NO LATER THAN DECEMBER 8, 2010.**

APPENDIX*

1. **Alliance International Fund**²
2. **Alliance National Municipal Income Fund**³
3. **AllianceBernstein Americas Government Income Trust** (f/k/a Alliance Americas Government Income Trust, Alliance North American Government Income Trust)⁴
4. **AllianceBernstein Balanced Shares** (f/k/a Alliance Balanced Shares)
5. **AllianceBernstein Bond Fund – AllianceBernstein Corporate Bond Portfolio** (f/k/a Alliance Bond Fund – Corporate Bond Portfolio)⁵
6. **AllianceBernstein Bond Fund – AllianceBernstein U.S. Government Portfolio** (f/k/a Alliance Bond Fund – U.S. Government Portfolio)⁶
7. **AllianceBernstein Disciplined Value Fund** (f/k/a Alliance Disciplined Value Fund)⁷
8. **AllianceBernstein Emerging Market Debt Fund** (f/k/a Alliance Emerging Market Debt Fund, Alliance Global Dollar Government Fund)⁸
9. **AllianceBernstein Global Small Cap Fund** (f/k/a Alliance Global Small Cap Fund)⁹
10. **AllianceBernstein Growth and Income Fund** (f/k/a Alliance Growth and Income Fund)
11. **AllianceBernstein High Yield Fund** (f/k/a Alliance High Yield Fund)¹⁰
12. **AllianceBernstein Mid-Cap Growth Fund** (f/k/a The Alliance Fund, Alliance Mid-Cap Growth Fund)¹¹
13. **AllianceBernstein New Europe Fund** (f/k/a Alliance New Europe Fund)¹²
14. **AllianceBernstein Premier Growth Fund** (f/k/a Alliance Premier Growth Fund)¹³
15. **AllianceBernstein Real Estate Investment Fund** (f/k/a Alliance Real Estate Investment Fund)¹⁴
16. **AllianceBernstein Quasar Fund** (f/k/a Alliance Quasar Fund)¹⁵
17. **AllianceBernstein Technology Fund** (f/k/a Alliance Technology Fund)¹⁶
18. **AllianceBernstein Trust – AllianceBernstein Small Cap Value Fund**¹⁷
19. **The AllianceBernstein Portfolios – AllianceBernstein Growth Fund** (f/k/a The Alliance Portfolios – Alliance Growth Fund)

* **Fund names printed in bold indicate the names as of the end of the Class Period**

² Acquired by AllianceBernstein Trust – AllianceBernstein International Value Fund in May 2002

³ Now known as AllianceBernstein National Municipal Income Fund

⁴ Became AllianceBernstein Global Government Income Trust in February 2006; now known as AllianceBernstein Global Bond Fund

⁵ Merged with AllianceBernstein High Yield Fund and AllianceBernstein Emerging Market Debt Fund to form AllianceBernstein High Income Fund in January 2008

⁶ Acquired by AllianceBernstein Bond Fund – AllianceBernstein Intermediate Bond Portfolio in November 2007

⁷ Now known as AllianceBernstein Focused Growth & Income Fund

⁸ Merged with AllianceBernstein High Yield Fund and AllianceBernstein Bond Fund – AllianceBernstein Corporate Bond Portfolio to become AllianceBernstein High Income Fund in January 2008

⁹ Liquidated in February 2005

¹⁰ Merged with AllianceBernstein Bond Fund – AllianceBernstein Corporate Bond Portfolio and AllianceBernstein Emerging Market Debt Fund to form AllianceBernstein High Income Fund in January 2008

¹¹ Now known as AllianceBernstein Small/Mid-Cap Growth Fund

¹² Merged into AllianceBernstein International Research Growth Fund in July 2005

¹³ Now known as AllianceBernstein Large Cap Growth Fund

¹⁴ Now known as AllianceBernstein Global Real Estate Fund

¹⁵ Now known as AllianceBernstein Cap Fund – AllianceBernstein Small Cap Growth Portfolio

¹⁶ Became AllianceBernstein Global Technology Fund in December 2004; now known as AllianceBernstein Global Thematic Growth Fund

¹⁷ Now known as AllianceBernstein Trust – AllianceBernstein Small/Mid Cap Value Fund