

ALLIANCEBERNSTEIN INCOME FUND INC  
Form N-Q  
November 25, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES**

**Investment Company Act file number: 811-05207**

**ALLIANCEBERNSTEIN INCOME FUND, INC.**

**(Exact name of registrant as specified in charter)**

**1345 Avenue of the Americas, New York, New York 10105**

**(Address of principal executive offices) (Zip code)**

**Joseph J. Mantineo**

**AllianceBernstein L.P.**

**1345 Avenue of the Americas**

**New York, New York 10105**

**(Name and address of agent for service)**

**Registrant's telephone number, including area code: (800) 221-5672**

**Date of fiscal year end: December 31, 2009**

**Date of reporting period: September 30, 2009**

**ITEM 1. SCHEDULE OF INVESTMENTS.**

**AllianceBernstein Income Fund****Portfolio of Investments****September 30, 2009 (unaudited)**

		<b>Principal Amount (000)</b>	<b>U.S. \$ Value</b>
<b>GOVERNMENTS - TREASURIES - 80.3%</b>			
<b>Brazil - 2.9%</b>			
Brazil Notas do Tesouro Nacional Serie F			
10.00%, 1/01/14	BRL	16,419	\$ 8,596,791
Republic of Brazil			
10.25%, 1/10/28		5,523	3,018,072
12.50%, 1/05/16 (a)		25,098	15,610,457
12.50%, 1/05/22		51,331	31,871,811
			59,097,131
<b>Hungary - 1.3%</b>			
Hungary Government Bond			
Series 14/C			
5.50%, 2/12/14	HUF	3,143,840	15,753,928
Series 15/A			
8.00%, 2/12/15		1,912,350	10,534,001
			26,287,929
<b>United States - 76.1%</b>			
U.S. Treasury Bonds			
5.375%, 2/15/31	US\$	1,961	2,329,913
6.625%, 2/15/27		73,570	97,549,259
8.00%, 11/15/21		9,117	12,904,548
11.25%, 2/15/15		101,000	145,463,634
U.S. Treasury Notes			
1.00%, 8/31/11 (a)		145,000	145,254,910
1.375%, 9/15/12 (a)		185,900	185,580,438
1.75%, 8/15/12 (a)		200,000	202,062,400
2.375%, 8/31/14 (a)		172,000	172,645,000
3.50%, 5/31/13		38,000	40,389,858
3.625%, 8/15/19 (a)		225,000	230,941,350
4.125%, 5/15/15		795	860,835
4.375%, 8/15/12		700	759,992
4.50%, 2/15/16		598	659,809
5.125%, 5/15/16		3,000	3,421,875
U.S. Treasury STRIPS			
Zero Coupon, 5/15/17 (a)(b)		259,750	202,292,261
Zero Coupon, 11/15/21		164,379	101,029,656
			1,544,145,738
<b>Total Governments - Treasuries</b>			<b>1,629,530,798</b>
(cost \$1,546,825,941)			

**MORTGAGE PASS-THRU S - 16.6%****Agency Fixed Rate 30-Year - 9.4%**

Federal Home Loan Mortgage Corp. Gold		
Series 2006		
6.00%, 9/01/36	48,073	50,885,101
Series 2007		
7.00%, 2/01/37	13,874	15,055,032
Federal National Mortgage Association		
Series 1998		
8.00%, 6/01/28	65	73,135
Series 1999		
7.50%, 11/01/29	85	95,489
Series 2006		
6.00%, 11/01/36	37,565	39,750,651
6.50%, 8/01/36 - 11/01/36	27,117	29,046,068
Series 2007		
6.00%, 3/01/37	14,307	15,138,986
6.50%, 8/01/37	37,711	40,370,325
Government National Mortgage Association		
Series 1999		
6.50%, 2/15/29	72	77,338
		190,492,125

**Agency ARMS - 7.2%**

Federal Home Loan Mortgage Corp.		
Series 2007		
5.664%, 1/01/37 (c)	30,939	32,605,212
5.802%, 2/01/37 (c)	18,987	20,051,667
5.833%, 3/01/37 (c)	18,174	19,220,993
5.969%, 2/01/37 (c)	21,675	22,880,898
6.088%, 3/01/37 (c)	11,629	12,319,233
Federal National Mortgage Association		
Series 2006		
5.842%, 11/01/36 (c)	14,981	15,836,600
Series 2007		
5.884%, 3/01/37 (c)	22,406	23,756,926
		146,671,529

**Total Mortgage Pass-Thru s**

(cost \$323,052,098) 337,163,654

**COMMERCIAL MORTGAGE-BACKED SECURITIES - 12.6%****Non-Agency Fixed Rate CMBS - 12.6%**

Banc of America Commercial Mortgage, Inc.		
Series 2007-5, Class A4		
5.492%, 2/10/51	3,919	3,193,822
Bear Stearns Commercial Mortgage Securities, Inc.		
Series 2006-T24, Class A4		
5.537%, 10/12/41	9,100	8,676,038
Commercial Mortgage Pass Through Certificates		
Series 2006-C8, Class A4		
5.306%, 12/10/46	4,830	4,203,560

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Series 2007-C9, Class A4		
6.01%, 12/10/49	5,030	4,532,608
Credit Suisse Mortgage Capital Certificates		
Series 2006-C3, Class A3		
6.02%, 6/15/38	15,915	13,498,140
Series 2006-C4, Class A3		
5.467%, 9/15/39	11,700	9,943,483
Series 2006-C4, Class AM		
5.509%, 9/15/39	13,000	9,079,151
Series 2006-C5, Class A3		
5.311%, 12/15/39	13,000	10,553,115
Series 2007-C3, Class A2		
5.912%, 6/15/39	16,500	16,341,108
CS First Boston Mortgage Securities Corp.		
Series 2004-C3, Class A5		
5.113%, 7/15/36	2,662	2,605,050
Greenwich Capital Commercial Funding Corp.		
Series 2005-GG3, Class A3		
4.569%, 8/10/42	20,000	19,830,538
Series 2005-GG5, Class A2		
5.117%, 4/10/37	22,415	22,360,222
Series 2007-GG9, Class A2		
5.381%, 7/10/12	3,088	3,066,660
GS Mortgage Securities Corp. II		
Series 2006-GG6, Class A2		
5.506%, 4/10/38	19,400	19,534,037
Series 2006-GG8, Class A2		
5.479%, 11/10/39	25,740	25,621,761
JP Morgan Chase Commercial Mortgage Securities Corp.		
Series 2006-CB1, Class A4		
5.814%, 6/12/43	15,890	14,986,054
Series 2006-CB15, Class AM		
5.802%, 6/12/43	1,651	1,235,481
Series 2006-CB17, Class A4		
5.429%, 12/12/43	21,106	19,516,969
Series 2006-LDP8, Class A2		
5.289%, 5/15/45	18,000	18,040,732
Series 2007-C1, Class A4		
5.716%, 2/15/51	5,224	3,809,720
Series 2007-CB18, Class A4		
6.50%, 6/12/47	155	133,175
Merrill Lynch Mortgage Trust		
Series 2008-C1, Class A4		
5.69%, 2/12/51	6,000	4,653,779
Merrill Lynch/Countrywide Commercial Mortgage Trust		
Series 2006-4, Class AM		
5.204%, 12/12/49	10,000	7,382,492
Series 2007-9, Class A4		
5.70%, 9/12/49	5,220	4,122,634

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Morgan Stanley Capital I Series 2005-HQ6, Class A4A 4.989%, 8/13/42		7,800	7,590,150
Series 2007-IQ15, Class A4 6.076%, 6/11/49		2,306	2,023,700
Wachovia Bank Commercial Mortgage Trust Series 2006-C27, Class A3 5.765%, 7/15/45		100	89,789
			256,623,968

**Non-Agency Floating Rate CMBS - 0.0%**

Eclipse PLC Series 2007-1X, Class B 1.164%, 1/25/20 (c)(d)	GBP	59	30,981
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**Total Commercial Mortgage-Backed Securities**

(cost \$269,252,270) 256,654,949

**CORPORATES - INVESTMENT GRADES - 9.5%**

**Financial Institutions - 4.3%**

**Banking - 3.5%**

Bank of America Corp. 7.625%, 6/01/19	US\$	9,500	10,704,515
Barclays Bank PLC 4.75%, 3/15/20 (e)	EUR	10,000	9,036,180
8.55%, 6/15/11 (d)(e)	US\$	638	580,580
Citigroup, Inc. 8.50%, 5/22/19		9,100	10,272,399
JP Morgan Chase & Co. 7.00%, 6/28/17 (d)	RUB	46,000	969,443
JPMorgan Chase Capital XXV Series Y 6.80%, 10/01/37	US\$	5,100	5,132,467
Manufacturers & Traders Trust Co. 6.625%, 12/04/17		506	519,385
Merrill Lynch & Co., Inc. 5.70%, 5/02/17		13,500	13,218,430
6.05%, 5/16/16		2,678	2,683,701
Morgan Stanley 10.09%, 5/03/17 (d)	BRL	11,615	5,900,598
Rabobank Nederland 11.00%, 6/30/19 (d)(e)	US\$	345	422,625
UBS Preferred Funding Trust I 8.622%, 10/01/10 (e)		3,760	3,463,013
VTB Capital SA 6.609%, 10/31/12 (d)		700	701,750
6.875%, 5/29/18 (d)		2,716	2,682,050
Wachovia Bank NA 4.875%, 2/01/15		3,841	3,939,380
			70,226,516

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**Finance - 0.6%**

General Electric Capital Corp. 6.44%, 11/15/22	GBP	198	313,128
SLM Corp. 5.05%, 11/14/14	US\$	3,610	2,653,686
Series A 5.375%, 5/15/14		11,385	8,713,828
			11,680,642

**Insurance - 0.2%**

American International Group, Inc. 4.25%, 5/15/13 (f)		4,480	3,730,895
AMP UK Finance Services PLC 6.375%, 11/17/10	GBP	110	174,144
Prudential Financial, Inc. Series D 7.375%, 6/15/19	US\$	575	641,706
			4,546,745

**Other Finance - 0.0%**

IIRSA Norte Finance Ltd. 8.75%, 5/30/24 (d)		350	360,895
Red Arrow International Leasing PLC 8.375%, 6/30/12	RUB	9,309	292,213
			653,108
			87,107,011

**Industrial - 3.2%**

**Basic - 1.6%**

Freeport-McMoRan Copper & Gold, Inc. 8.375%, 4/01/17	US\$	7,500	7,978,125
GTL Trade Finance, Inc. 7.25%, 10/20/17 (d)		2,536	2,675,480
Southern Copper Corp. 7.50%, 7/27/35		5,107	5,089,417
Union Carbide Corp. 7.75%, 10/01/96		1,785	1,336,626
Usiminas Commercial Ltd. 7.25%, 1/18/18 (d)		4,263	4,593,382
Vale Overseas Ltd. 6.875%, 11/21/36		10,673	11,041,549
			32,714,579

**Capital Goods - 0.0%**

Holcim US Finance Sarl & Cie SCS 6.00%, 12/30/19 (d)		644	655,521
Legrand France SA 8.50%, 2/15/25		10	9,352
			664,873

**Communications - Media - 0.3%**

CBS Corp.			
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8.20%, 5/15/14

3,700

4,027,953



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DirecTV Holdings LLC / DirecTV Financing Co., Inc.		
4.75%, 10/01/14 (d)	1,485	1,489,010

5,516,963

**Communications - Telecommunications - 0.1%**

Embarq Corp.		
7.082%, 6/01/16	1,277	1,387,534

Qwest Corp.		
7.625%, 6/15/15	700	708,750

2,096,284

**Consumer Cyclical - Automotive - 0.2%**

Volvo Treasury AB		
5.95%, 4/01/15 (d)(g)	4,437	4,432,874

**Consumer Non-Cyclical - 0.0%**

Whirlpool Corp.		
8.60%, 5/01/14	520	581,685

**Energy - 0.4%**

TNK-BP Finance SA		
7.50%, 7/18/16 (d)	5,353	5,245,940

Valero Energy Corp.		
9.375%, 3/15/19	2,410	2,808,310

8,054,250

**Other Industrial - 0.3%**

Noble Group Ltd.		
6.625%, 3/17/15 (d)	3,560	3,590,214

8.50%, 5/30/13 (d)	3,093	3,348,172

6,938,386

**Transportation - Airlines - 0.3%**

Qantas Airways Ltd.		
6.05%, 4/15/16 (d)	5,000	4,917,110

65,917,004

**Non Corporate Sectors - 2.0%**

**Agencies - Not Government Guaranteed - 2.0%**

Gaz Capital SA		
6.212%, 11/22/16 (d)	12,232	11,742,720

6.51%, 3/07/22 (d)	14,249	13,002,213

TransCapitalInvest Ltd. for OJSC AK Transneft		
5.67%, 3/05/14 (d)	7,606	7,415,850

7.70%, 8/07/13 (d)	7,416	7,833,150

39,993,933

**Total Corporates - Investment Grades**

(cost \$177,170,733)		193,017,948
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**CORPORATES - NON-INVESTMENT GRADES - 5.8%**

**Industrial - 4.1%**

**Basic - 1.0%**

Evraz Group SA		
8.25%, 11/10/15 (d)	489	460,883
Georgia Gulf Corp.		
10.75%, 10/15/16 (h)	250	157,500

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Quality Distribution LLC		
9.00%, 11/15/10	1,875	1,204,687
Steel Capital SA for OAO Severstal		
9.25%, 4/19/14 (d)	230	231,150
9.75%, 7/29/13 (d)	9,646	9,742,460
United States Steel Corp.		
6.05%, 6/01/17	965	901,302
Vedanta Resources PLC		
8.75%, 1/15/14 (d)	7,226	7,153,740
		19,851,722

**Capital Goods - 0.5%**

AMH Holdings, Inc.		
11.25%, 3/01/14 (f)	13,045	9,848,975
Berry Plastics Holding Corp.		
10.25%, 3/01/16	150	127,500
		9,976,475

**Communications - Media - 0.4%**

CCH I LLC		
11.75%, 5/15/14 (f)(h)	11,000	110,000
CCH I LLC / CCH I Capital Corp.		
11.00%, 10/01/15 (h)	4,009	741,665
Clear Channel Communications, Inc.		
5.75%, 1/15/13	220	114,400
Gallery Capital SA		
10.125%, 5/15/13 (h)(i)	3,315	745,875
Intelsat Bermuda Ltd.		
11.25%, 6/15/16	3,300	3,531,000
Paxson Communications Corp.		
4.19%, 1/15/13 (c)(d)(h)(j)	7,081	88,508
Rainbow National Services LLC		
10.375%, 9/01/14 (d)	1,750	1,841,875
RH Donnelley Corp.		
Series A-1		
6.875%, 1/15/13 (h)	3	173
Series A-2		
6.875%, 1/15/13 (h)	6	345
Sirius Satellite Radio, Inc.		
9.625%, 8/01/13	1,650	1,497,375
		8,671,216

**Communications - Telecommunications - 1.1%**

Centennial Communications Corp.		
10.00%, 1/01/13	1,700	1,770,125
Cricket Communications, Inc.		
7.75%, 5/15/16 (d)	670	680,050
Digicel Ltd.		
9.25%, 9/01/12 (d)	5,465	5,546,975
Inmarsat Finance PLC		
10.375%, 11/15/12 (f)	6,475	6,701,625
Terrestar Networks, Inc.		
15.00%, 2/15/14 (d)(j)	3,262	2,772,912

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<b>Vip Finance (Vimpelcom)</b>		
8.375%, 4/30/13 (d)	3,985	4,154,362
		21,626,049
<b>Consumer Cyclical - Automotive - 0.1%</b>		
<b>Ford Motor Credit Co. LLC</b>		
7.00%, 10/01/13	2,350	2,205,743
<b>Consumer Cyclical - Other - 0.1%</b>		
<b>Broder Brothers Co.</b>		
12.00%, 10/15/13 (i)(j)	489	202,887
<b>Sheraton Holding Corp.</b>		
7.375%, 11/15/15	1,213	1,194,805
<b>Six Flags Operations, Inc.</b>		
12.25%, 7/15/16 (d)(h)	423	382,815
<b>Six Flags, Inc.</b>		
9.625%, 6/01/14 (h)	1,023	189,255
<b>William Lyon Homes, Inc.</b>		
10.75%, 4/01/13	2,000	1,075,000
		3,044,762
<b>Consumer Cyclical - Retailers - 0.3%</b>		
<b>Burlington Coat Factory Warehouse Corp.</b>		
11.125%, 4/15/14	1,600	1,568,000
<b>Limited Brands, Inc.</b>		
6.90%, 7/15/17	5,593	5,273,936
		6,841,936
<b>Consumer Non-Cyclical - 0.5%</b>		
<b>Chaoda Modern Agriculture Holdings Ltd.</b>		
7.75%, 2/08/10 (d)	4,505	4,350,659
<b>HCA, Inc.</b>		
8.50%, 4/15/19 (d)	395	411,787
<b>Select Medical Corp.</b>		
6.428%, 9/15/15 (c)	5,000	4,400,000
7.625%, 2/01/15	250	234,063
		9,396,509
<b>Other Industrial - 0.1%</b>		
<b>Central European Distribution Corp.</b>		
8.00%, 7/25/12 (d)	EUR 62	92,682
<b>RBS Global, Inc. and Rexnord Corp.</b>		
11.75%, 8/01/16	US\$ 2,150	1,945,750
<b>Yioula Glassworks SA</b>		
9.00%, 12/01/15 (i)	EUR 253	188,816
		2,227,248
<b>Services - 0.0%</b>		
<b>West Corp.</b>		
11.00%, 10/15/16	US\$ 150	148,875
<b>Technology - 0.0%</b>		
<b>Freescale Semiconductor, Inc.</b>		

10.125%, 12/15/16

300

199,500

84,190,035

**Financial Institutions - 1.7%****Banking - 0.9%**

ABN Amro Bank NV			
4.31%, 3/10/16 (e)	EUR	6,790	5,514,557
CenterCredit International			
8.625%, 1/30/14 (d)	US\$	2,297	2,021,360
Commerzbank Capital Funding Trust I			
5.012%, 4/12/16 (e)	EUR	3,550	2,727,317
Dexia Credit Local			
4.30%, 11/18/15 (e)		4,450	3,223,392
HBOS Capital Funding LP			
4.939%, 5/23/16 (e)		1,202	949,831
HBOS Euro Finance LP			
7.627%, 12/09/11 (e)		2,336	2,221,949
Royal Bank of Scotland Group PLC			
7.648%, 9/30/31 (e)	US\$	1,629	912,240
RS Finance (RSB)			
7.50%, 10/07/10 (d)		386	364,770
			17,935,416

**Brokerage - 0.0%**

Lehman Brothers Holdings, Inc.			
6.875%, 5/02/18 (h)		3,605	639,888

**Finance - 0.6%**

CIT Group, Inc.			
5.125%, 9/30/14		2,540	1,627,167
GMAC LLC			
6.75%, 12/01/14 (d)		6,140	5,219,000
6.875%, 9/15/11 (d)		2,507	2,369,115
8.00%, 11/01/31 (d)		2,456	1,977,080
			11,192,362

**Insurance - 0.2%**

Fairfax Financial Holdings Ltd.			
8.30%, 4/15/26		5,000	4,468,750
Resolution PLC			
6.586%, 4/25/16 (e)	GBP	50	25,570
			4,494,320

34,261,986

**Total Corporates - Non-Investment Grades**

(cost \$144,230,316) 118,452,021

**INFLATION-LINKED SECURITIES - 5.8%****Brazil - 0.2%**

Unibanco Grand Cayman			
8.70%, 2/11/10 (d)	BRL	5,206	2,719,681

**United States - 5.6%**

U.S. Treasury Notes			
2.00%, 4/15/12 (TIPS)	US\$	26,846	27,818,998
2.125%, 1/15/19 (TIPS) (a)		36,613	38,443,424
2.375%, 4/15/11 (TIPS)		46,450	47,828,705

	114,091,127
<b>Total Inflation-Linked Securities</b> (cost \$111,382,978)	116,810,808

**AGENCIES - 3.3%****Agency Debentures - 3.3%**

Federal National Mortgage Association

5.375%, 6/12/17

(cost \$61,752,192)

59,222

66,902,797

**QUASI-SOVEREIGNS - 3.0%****Quasi-Sovereign Bonds - 3.0%****Indonesia - 0.3%**

Majapahit Holding BV

7.875%, 6/29/37 (d)

6,188

6,218,940

**Kazakhstan - 0.5%**

KazMunaiGaz Finance Sub BV

8.375%, 7/02/13 (d)

9,625

10,130,313

**Russia - 2.2%**

RSHB Capital SA for OJSC Russian Agricultural Bank

6.299%, 5/15/17 (d)

22,568

21,665,280

7.125%, 1/14/14 (d)

12,351

12,628,897

7.75%, 5/29/18 (d)

9,905

10,226,913

44,521,090

**Total Quasi-Sovereigns**

(cost \$48,594,637)

60,870,343

**BANK LOANS - 2.8%****Industrial - 2.4%****Basic - 0.3%**

Flakeboard US GP I/ Flakeboard America Limited

4.03%-7.78%, 7/28/12 (c)(j)

1,888

1,142,325

Georgia-Pacific LLC

3.53%-3.71%, 12/23/14 (c)

425

421,911

Hexion Specialty Chemicals, Inc.

2.56%, 5/05/13 (c)

26

21,383

2.87%, 5/05/13 (c)

119

98,689

Huntsman International LLC

2.00%, 4/21/14 (c)

430

395,331

Ineos US Finance LLC

12/16/13 (k)

250

209,375

12/16/14 (k)

250

210,208

John Maneely Co.

3.49%-3.76%, 12/09/13 (c)

798

650,080

Lyondell Chemical Company

3.75%, 12/20/13 (c)

239

156,267

4.00%, 12/22/14 (c)

145

94,860

7.00%, 12/22/14 (c)

629

411,626

Lyondell Chemical Company (New Money Dip)

13.00%, 12/15/09 (c)(l)

374

389,192

Lyondell Chemical Company (New Roll-Up Dip)

5.80%-6.56%, 12/15/09 (c)

374

363,269

Trinidad USA Partnership LLLP

2.76%, 5/01/11 (c)

680

592,020

5,156,536



**Capital Goods - 0.1%**

Graham Packaging Company, L.P.		
2.50%-2.56%, 10/07/11 (c)	88	85,895
6.75%, 4/05/14 (c)	882	881,642
Hawker Beechcraft Acquisition		
3/26/14 (k)	203	154,702
3/26/14 (k)	12	9,131
Manitowoc Co., Inc.		
7.50%, 11/06/14 (c)	521	492,925
Sequa Corp.		
3.58%-3.94%, 12/03/14 (c)	397	342,561
TRW Automotive Inc.		
6.25%, 2/09/14 (c)	575	573,296
		2,540,152

**Communications - Media - 0.4%**

Cengage Learning Acquisitions, Inc. (Thomson Learning)		
2.75%, 7/03/14 (c)	726	649,317
Cequel Communications LLC (Cebridge)		
4.79%, 5/05/14 (c)	1,250	1,167,012
Charter Communications Operating LLC		
6.25%, 3/06/14 (c)	1,474	1,387,624
Clear Channel Communications, Inc.		
1/29/16 (k)	500	375,415
Sunshine Acquisition Limited (HIT Entertainment)		
2.73%, 3/20/12 (c)	732	625,889
Univision Communications, Inc.		
2.53%, 9/29/14 (c)	2,500	2,106,825
Wide Open West Finance LLC		
2.75%-4.75%, 6/30/14 (c)	1,493	1,387,279
		7,699,361

**Communications - Telecommunications - 0.1%**

Level 3 Financing, Inc.		
2.49%-2.76%, 3/13/14 (c)	1,316	1,163,227
Sorenson Communications, Inc.		
2.75%, 8/16/13 (c)	1,068	1,010,352
		2,173,579

**Consumer Cyclical - Automotive - 0.1%**

Ford Motor Co.		
3.25%-3.51%, 12/15/13 (c)	469	415,629
Visteon Corp.		
8.35%, 6/13/13 (c)(h)	600	482,142
		897,771

**Consumer Cyclical - Entertainment - 0.1%**

London Arena and Waterfront Finance, LLC (O2 Arena)		
2.77%, 3/08/12 (c)	1,266	1,075,855
Metro-Goldwyn-Mayer Inc.		
8.61%, 4/09/12 (c)(h)	1,420	802,817
		1,878,672

**Consumer Cyclical - Other - 0.2%**

Hanesbrands, Inc. 5.25%, 9/05/13 (c)	510	510,231
Harrah's Operating Co., Inc. 3.28%-3.50%, 1/28/15 (c)	559	451,826
3.50%, 1/28/15 (c)	601	487,336
Las Vegas Sands LLC 2.04%, 5/23/14 (c)	1,364	1,138,926
VML US Finance LLC 5.79%, 5/25/12 - 5/27/13 (c)	1,741	1,658,175
		4,246,494

**Consumer Cyclical - Retailers - 0.1%**

Burlington Coat Factory 2.50%-2.63%, 5/28/13 (c)	284	258,410
Mattress Holding Corp. 2.54%-4.50%, 1/18/14 (c)	489	300,597
Neiman Marcus Group, Inc. 2.25%-2.32%, 4/06/13 (c)	1,741	1,505,943
Targus Group International 5.75%, 11/22/12 (c)	900	505,518
		2,570,468

**Consumer Non-Cyclical - 0.4%**

Best Brands Corp. 7.51%, 12/12/12 (c)(j)	627	539,546
CHS/Community Health Systems, Inc. 2.50%-2.62%, 7/25/14 (c)	585	549,665
Harlan Laboratories, Inc. (fka Harlan Sprague Dawley, Inc.) 2.75%, 7/11/14 (c)	895	801,564
HCA, Inc. 2.53%, 11/18/13 (c)	1,055	994,957
HCR Healthcare, LLC 2.75%, 12/22/14 (c)	540	503,899
Health Management Associates, Inc. 2.03%, 2/28/14 (c)	941	882,242
Onex Carestream Finance LP 5.50%, 10/30/13 (c)	1,000	820,830
Talecris Biotherapeutics Holdings Corp. 3.96%, 12/06/13 (c)	1,292	1,263,249
6.96%, 12/06/14 (c)	900	880,128
Wrigley Jr Company 6.50%, 9/30/14 (c)	866	880,327
		8,116,407

**Energy - 0.1%**

Ashmore Energy International 3.25%, 3/30/12 (c)	179	161,602
3.28%, 3/30/14 (c)	750	675,266
Dalbo, Inc. 3.85%, 8/27/12 (c)	592	405,833

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Infrastrux Group, Inc. 4.50%, 11/03/12 (c)(j)	1,676	1,592,111
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2,834,812

**Other Industrial - 0.0%**

Swift Transportation Co., Inc. 5/12/14 (k)	388	357,017
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**Services - 0.2%**

Sabre, Inc. 2.50%-2.74%, 9/30/14 (c)	2,222	1,952,191
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ServiceMaster Co. 2.75%-2.84%, 7/24/14 (c)	698	622,281
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Travelport LLC 2.75%-2.78%, 8/23/13 (c)	445	410,451
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West Corp. 2.78%, 8/23/13 (c)	89	82,778
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West Corp. 2.62%, 10/24/13 (c)	975	919,484
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3,987,185

**Technology - 0.3%**

Avaya Inc. 10/24/14 (k)	750	602,497
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Dealer Computer Services, Inc. 5.75%, 10/26/13 (c)	500	385,000
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Dresser, Inc. 2.68%, 5/04/14 (c)	949	886,856
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First Data Corp. 3.00%-3.03%, 9/24/14 (c)	980	841,683
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Freescale Semiconductor, Inc. 2.01%, 11/29/13 (c)	647	515,566
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IPC Systems, Inc. 2.50%-2.53%, 6/02/14 (c)	1,853	1,502,322
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Sungard Data Systems, Inc. 5.53%, 6/01/15 (c)	2,000	1,140,000
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Sungard Data Systems, Inc. 2.00%, 2/28/14 (c)	34	31,461
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Sungard Data Systems, Inc. 3.95%-4.09%, 2/28/16 (c)	450	438,025
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6,343,410

**Transportation - Airlines - 0.0%**

Delta Airlines 3.50%, 4/30/14 (c)	996	830,290
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49,632,154

**Utility - 0.2%**

**Electric - 0.2%**

FirstLight Power Resources, Inc. 2.81%, 11/01/13 (c)	959	891,450
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FirstLight Power Resources, Inc. 4.81%, 5/01/14 (c)	1,000	850,000
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GBGH, LLC (US Energy) 4.00%, 6/09/13 (c)(m)(n)	286	145,135
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GBGH, LLC (US Energy) 12.00%, 6/09/14 (c)(j)(m)(n)	86	0
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Texas Competitive Electric Holdings Company LLC		
3.75%-3.78%, 10/10/14 (c)	2,506	1,993,169

3,879,754

**Financial Institutions - 0.2%**

**Banking - 0.0%**

November 2005 Land Investors, LLC (North Las Vegas Consortium)

8.11%, 5/09/11 (c)(h)(j)(m)	61	18,290
12.36%, 5/09/12 (c)(h)(j)(m)	2,119	100,657

118,947

**Finance - 0.1%**

CIT Group, Inc.

13.00%, 1/20/12 (c)	518	533,172
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Levlad LLC & Arbonne International LLC

7.75%, 3/08/14 (c)	911	233,851
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LPL Holdings

2.00%-2.03%, 6/28/13 (c)	812	762,236
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1,529,259

**Insurance - 0.0%**

Asurion Corp.

3.25%-3.26%, 7/03/14 (c)	550	522,731
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**Other Finance - 0.1%**

Grosvenor Capital Management Holdings, LLLP

2.26%, 12/05/13 (c)	912	816,622
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**REITS - 0.0%**

Crescent Resources, LLC

8.36%, 9/07/12 (c)(h)	977	315,940
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13.50%, 6/10/10 (c)	150	150,750
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466,690

3,454,249

**Total Bank Loans**

(cost \$66,502,912)

56,966,157

**EMERGING MARKETS - TREASURIES - 2.8%**

**Colombia - 1.0%**

Republic of Colombia

9.85%, 6/28/27	COP	4,287,000	2,367,496
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12.00%, 10/22/15		29,313,000	18,000,123
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20,367,619

**Turkey - 1.8%**

Turkey Government Bond

16.00%, 3/07/12	TRY	46,204	35,602,255
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**Total Emerging Markets - Treasuries**

(cost \$45,289,169)

55,969,874

**EMERGING MARKETS - SOVEREIGNS - 1.9%**

Argentina Bonos			
7.00%, 10/03/15	US\$	125	89,951
Republic of Argentina			
7.82%, 12/31/33	EUR	12,308	10,086,192

<b>Republic of El Salvador</b>			
7.65%, 6/15/35 (d)	US\$	5,957	5,957,000
<b>Republic of Indonesia</b>			
6.625%, 2/17/37 (d)		720	711,900
6.75%, 3/10/14 (d)		565	605,962
6.875%, 1/17/18 (d)		8,285	8,916,317
7.75%, 1/17/38 (d)		5,073	5,631,030
8.50%, 10/12/35 (d)		801	962,410
<b>Republic of Venezuela</b>			
5.75%, 2/26/16 (d)		2,163	1,595,667
8.50%, 10/08/14		3,490	3,123,550
13.625%, 8/15/18		458	471,740
<b>Venezuela Government International Bond</b>			
9.00%, 5/07/23 (d)		1,816	1,371,080
<b>Total Emerging Markets - Sovereigns</b>			
(cost \$36,812,088)			39,522,799
<b>GOVERNMENTS - SOVEREIGN BONDS - 1.0%</b>			
<b>Poland - 1.0%</b>			
<b>Poland Government International Bond</b>			
6.375%, 7/15/19			
(cost \$18,281,331)			18,225
			20,386,485
<b>ASSET-BACKED SECURITIES - 1.0%</b>			
<b>Credit Cards - Floating Rate - 1.0%</b>			
<b>Citibank Omni Master Trust</b>			
Series 2009-A14, Class A14			
3.004%, 8/15/18 (c)(d)			
(cost \$19,700,000)			19,700
			19,881,646
<b>EMERGING MARKETS - CORPORATE BONDS - 0.6%</b>			
<b>Industrial - 0.3%</b>			
<b>Basic - 0.2%</b>			
<b>Evraz Group SA</b>			
8.875%, 4/24/13 (d)			3,697
			3,572,041
<b>Consumer Cyclical - Other - 0.0%</b>			
<b>Peermont Global Pty Ltd.</b>			
7.75%, 4/30/14 (d)			EUR 50
			62,192
<b>Consumer Non-Cyclical - 0.0%</b>			
<b>Foodcorp Ltd.</b>			
8.875%, 6/15/12 (d)			194
			264,018
<b>Energy - 0.1%</b>			
<b>Ecopetrol SA</b>			
7.625%, 7/23/19 (d)			US\$ 2,899
			3,174,405
			7,072,656
<b>Financial Institutions - 0.3%</b>			
<b>Banking - 0.3%</b>			
<b>Alfa Bond Issuance PLC</b>			
8.625%, 12/09/15			300
			274,626
<b>ATF Bank</b>			

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9.00%, 5/11/16 (d)	5,223	4,857,390
Banco BMG SA		
9.15%, 1/15/16 (d)	400	420,000
		5,552,016

**Other Finance - 0.0%**

AES El Salvador Trust		
6.75%, 2/01/16 (d)	350	301,875
		5,853,891

Total Emerging Markets - Corporate Bonds (cost \$13,183,448)		12,926,547
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**CMOS - 0.2%**

**Non-Agency ARMS - 0.2%**

Merrill Lynch Mortgage Investors, Inc.		
Series 2005-A9, Class 2A1A		
5.159%, 12/25/35 (e)	4,184	3,892,000

**Agency Fixed Rate - 0.0%**

Government National Mortgage Association		
Series 2006-32, Class XM		
0.702%, 11/16/45	5,830	215,404

Total CMOs (cost \$4,227,927)		4,107,404
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**Shares**

**PREFERRED STOCKS - 0.1%**

**Financial Institutions - 0.1%**

**Banking - 0.1%**

Preferred Blocker, Inc.		
7.00% (d)	2,680	1,558,504

**Non Corporate Sectors - 0.0%**

**Agencies - Government Sponsored - 0.0%**

Federal National Mortgage Association		
8.25% (e)(o)	125,325	201,773

Total Preferred Stocks (cost \$3,669,133)		1,760,277
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**Principal  
Amount  
(000)**

**LOCAL GOVERNMENTS - REGIONAL BONDS - 0.0%**

**Colombia - 0.0%**

Bogota Distrito Capital		
9.75%, 7/26/28 (d)		
(cost \$192,273)	COP 438,000	207,488

**Shares**

**EQUITIES - 0.0%**

**Common Stock - 0.0%**

Broder Brothers Co. (o)		
(cost \$0)	49,472	0



**WARRANTS - 0.0%**

Republic of Venezuela, expiring 4/15/20 (o)  
(cost \$0)

13,750

0

**SHORT-TERM INVESTMENTS - 5.6%****Investment Companies - 5.6%**

AllianceBernstein Fixed-Income Shares, Inc. - Government STIF Portfolio (p) (cost \$113,869,884)	113,869,884	113,869,884
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**Total Investments - 152.9%**

(cost \$3,003,989,330) (q)	3,105,001,879
Other assets less liabilities - (52.9)%	(1,074,364,058)

**Net Assets - 100.0%** **\$ 2,030,637,821**

**CREDIT DEFAULT SWAP CONTRACTS ON CORPORATE AND SOVEREIGN ISSUES**

Swap Counterparty & Referenced Obligation	Fixed Deal (Pay) Receive Rate	Implied Credit Spread at September 30, 2009	Notional Amount (000)	Market Value	Upfront Premiums Paid (Received)	Unrealized Appreciation/ (Depreciation)
<b>Buy Contracts:</b>						
Citibank, N.A.:						
Qantas Airways Ltd.						
5.125%, 6/20/13, 3/20/16*	(1.75)%	1.627%	\$ 5,000	\$ (36,866)	\$	\$ (36,866)
<b>Sale Contracts:</b>						
Citigroup Global Markets Limited:						
Federal Republic of Brazil						
12.25%, 3/6/30, 8/20/10*	3.09	0.607	1,910	49,362		49,362
Gazprom OAO						
5.875-10.50%, 10/21/09-4/28/34, 10/20/10*	1.04	1.414	10,000	7,978		7,978
JPMorgan Chase Bank, N.A.:						
Gazprom OAO						
5.875-10.50%, 10/21/09-4/28/34, 10/20/10*	1.04	1.414	1,380	1,101		1,101

\* Termination date.

**FUTURES CONTRACTS**

Type	Number of Contracts	Expiration Month	Original Value	Value at September 30, 2009	Unrealized Appreciation/ (Depreciation)
<b>Sold Contracts</b>					
U.S. T-Bond 30yr Futures	2,166	December 2009	\$ 258,223,271	\$ 262,898,250	\$ (4,674,979)
U.S. T-Note 10yr Futures	2,825	December 2009	329,061,946	334,276,953	(5,215,007)
					\$ (9,889,986)

**FORWARD CURRENCY EXCHANGE CONTRACTS**

	<b>Contract Amount (000)</b>	<b>U.S. \$ Value on Origination Date</b>	<b>U.S. \$ Value at September 30, 2009</b>	<b>Unrealized Appreciation/ (Depreciation)</b>
<b>Buy Contracts:</b>				
Australian Dollar				
settling 10/13/09	62,120	\$ 52,051,886	\$ 54,754,667	\$ 2,702,781
Norwegian Krone				
settling 10/15/09	362,328	59,786,114	62,704,844	2,918,730
Polish Zloty				
settling 11/25/09	57,685	20,381,992	20,017,117	(364,875)
Russian Ruble				
settling 11/12/09	277,483	8,409,860	9,156,456	746,596
South Korean Won				
settling 10/19/09	24,542,612	20,033,150	20,826,123	792,973
Swiss Franc				
settling 10/01/09	61,415	59,166,793	59,263,853	97,060
<b>Sale Contracts:</b>				
British Pound				
settling 11/09/09	414	682,436	660,997	21,439
Colombian Peso				
settling 10/22/09	5,244,408	2,531,696	2,727,219	(195,523)
Colombian Peso				
settling 10/22/09	6,312,752	3,213,823	3,282,784	(68,961)
Colombian Peso				
settling 10/22/09	1,436,342	747,025	746,933	92
Euro				
settling 11/16/09	39,619	57,482,524	57,975,215	(492,691)
Euro				
settling 11/16/09	2,767	4,074,462	4,048,608	25,854
Euro				
settling 11/25/09	13,878	20,381,992	20,307,484	74,508
Japanese Yen				
settling 10/19/09	1,814,544	20,033,150	20,216,621	(183,471)
Swiss Franc				
settling 10/01/09	61,415	57,275,808	59,263,853	(1,988,045)
Swiss Franc	61,415	59,194,451	59,289,668	(95,217)

settling 12/04/09

**REVERSE REPURCHASE AGREEMENTS**

<b>Broker</b>	<b>Interest Rate</b>	<b>Maturity</b>	<b>Amount</b>
Barclays Bank	0.06%	10/01/09	\$ 64,431,357
Barclays Bank	0.08	10/01/09	165,106,617
Deutsche Bank	0.10	10/01/09	139,100,386
HSBC	0.12	10/02/09	36,794,486
ING Financial Markets, LLC	0.07	10/01/09	84,787,665
ING Financial Markets, LLC	0.10	10/01/09	51,562,643
Jefferies Group, Inc.	0.05	10/01/09	123,250,171
Jefferies Group, Inc.	(0.05)*	10/15/09	99,247,794
JP Morgan Chase	0.06	10/01/09	200,000,333
Newedge	(0.10)*	12/31/09	14,961,544
			<b>\$ 979,242,996</b>

- (a) Position, or a portion thereof, has been segregated to collateralize reverse repurchase agreements. The aggregate market value of these securities amounted to \$1,000,186,875.
- (b) Position, or a portion thereof, has been segregated to collateralize margin requirements for open futures contracts. The market value of this security amounted to \$18,426,313.
- (c) Floating Rate Security. Stated interest rate was in effect at September 30, 2009.
- (d) Security is exempt from registration under Rule 144A of the Securities Act of 1933. These securities are considered liquid and may be resold in transactions exempt from registration, normally to qualified institutional buyers. At September 30, 2009, the aggregate market value of these securities amounted to \$256,093,690 or 12.6% of net assets.
- (e) Variable rate coupon, rate shown as of September 30, 2009.
- (f) Coupon rate adjusts periodically based upon a predetermined schedule. Stated interest rate in effect at September 30, 2009.
- (g) When-Issued or delayed delivery security.
- (h) Security is in default and is non-income producing.
- (i) Security is exempt from registration under Rule 144A of the Securities Act of 1933. These securities, which represent 0.1% of net assets as of September 30, 2009, are considered illiquid and restricted.

<b>Restricted Securities</b>	<b>Acquisition Date</b>	<b>Cost</b>	<b>Market Value</b>	<b>Percentage of Net Assets</b>
<b>Gallery Capital SA</b>				
10.125%, 5/15/13	5/10/2006	\$ 2,797,578	\$ 745,875	0.04%
<b>Broder Brothers Co.</b>				
12.00%, 10/15/13	8/22/2006	1,002,831	202,887	0.01%
<b>Yioula Glassworks SA</b>				
9.00%, 12/01/15	1/19/2006	316,260	188,816	0.01%

- (j) Pay-In-Kind Payments (PIK).
- (k) This position or a portion of this position represents an unsettled loan purchase. At September 30, 2009, the market value and unrealized gain/(loss) of these unsettled loan purchases amounted to \$1,846,312 and \$56,221, respectively. The coupon rate will be determined at the time of settlement and will be based upon the London-Interbank Offered Rate ( LIBOR ) plus a premium which was determined at the time of purchase.

- (l) *This position represents unfunded or partially unfunded loan commitments. Investments in unfunded loan commitments obligate the Fund to fund these commitments at the borrower's discretion. At period end, the market value and unrealized gain/(loss) of these unfunded loan commitments amounted to \$129,691 and \$4,907, respectively. The coupon rate will be determined at the time of funding and will be based upon the London-Interbank Offered Rate ( LIBOR ) plus a premium which was determined at the time of purchase.*
  - (m) *Illiquid security.*
  - (n) *Fair valued.*
  - (o) *Non-income producing security.*
  - (p) *Investment in affiliated money market mutual fund.*
  - (q) *As of September 30, 2009, the cost basis of investment securities owned was substantially identical for both book and tax purposes. Gross unrealized appreciation of investments was \$172,339,230 and gross unrealized depreciation of investments was \$(71,326,681), resulting in net unrealized appreciation of \$101,012,549.*
- \* *Interest payment due from counterparty.*

*Currency Abbreviations:*

<i>BRL</i>	-	<i>Brazilian Real</i>
<i>COP</i>	-	<i>Colombian Peso</i>
<i>EUR</i>	-	<i>Euro Dollar</i>
<i>GBP</i>	-	<i>Great British Pound</i>
<i>HUF</i>	-	<i>Hungarian Forint</i>
<i>RUB</i>	-	<i>Russian Rouble</i>
<i>TRY</i>	-	<i>New Turkish Lira</i>

*Glossary:*

<i>ARMS</i>	-	<i>Adjustable Rate Mortgages</i>
<i>CMBS</i>	-	<i>Commercial Mortgage-Backed Securities</i>
<i>LP</i>	-	<i>Limited Partnership</i>
<i>OJSC</i>	-	<i>Open Joint Stock Company</i>
<i>REIT</i>	-	<i>Real Estate Investment Trust</i>
<i>STRIPS</i>	-	<i>Separate Trading of Registered Interest and Principle of Securities</i>
<i>TIPS</i>	-	<i>Treasury Inflation Protected Security</i>

**September 30, 2009 (unaudited)**

In accordance with the provisions set forth in U.S. GAAP regarding fair value is defined as the price that the Fund would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. The disclosure requirements also establish a framework for measuring fair value, and a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Fund's own assumptions about the assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. Each investment is assigned a level based upon the observability of the inputs which are significant to the overall valuation. The three-tier hierarchy of inputs is summarized below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including the Portfolio's own assumptions in determining the fair value of investments)

The following table summarizes the valuation of the Fund's investments by the above fair value hierarchy levels as of September 30, 2009:

<b>Investments in Securities</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Governments - Treasuries	\$	\$ 1,570,433,667	\$ 59,097,131	\$ 1,629,530,798
Mortgage Pass-Thru s		337,163,654		337,163,654
Commercial Mortgage-Backed Securities		256,623,968	30,981	256,654,949
Corporates - Investment Grades		134,726,596	58,291,352	193,017,948
Corporates - Non-Investment Grades		95,782,914	22,669,107	118,452,021
Inflation-Linked Securities		114,091,127	2,719,681	116,810,808
Agencies		66,902,797		66,902,797
Quasi-Sovereigns			60,870,343	60,870,343
Bank Loans			56,966,157	56,966,157
Emerging Markets - Treasuries			55,969,874	55,969,874
Emerging Markets - Sovereigns		10,557,932	28,964,867	39,522,799
Governments - Sovereign Bonds			20,386,485	20,386,485
Asset-Backed Securities		19,881,646		19,881,646
Emerging Markets - Corporate Bonds		4,077,116	8,849,431	12,926,547
CMOs		215,404	3,892,000	4,107,404
Preferred Stocks		1,760,277		1,760,277
Local Governments - Regional Bonds			207,488	207,488
Equities				
Warrants				
Short-Term Investments	113,869,884			113,869,884
<b>Total Investments in Securities</b>	<b>113,869,884</b>	<b>2,612,217,098</b>	<b>378,914,897</b>	<b>3,105,001,879</b>
Other Financial Instruments*	(9,889,986)	4,012,825		(5,877,161)
<b>Total</b>	<b>\$ 103,979,898</b>	<b>\$ 2,616,229,923</b>	<b>\$ 378,914,897</b>	<b>\$ 3,099,124,718</b>

\* Other financial instruments are derivative instruments, such as futures, forwards and swap contracts, which are valued at the unrealized appreciation/depreciation on the instrument.

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Following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining fair value:

	<b>Governments - Treasuries</b>	<b>Commercial Mortgage-Backed Securities</b>	<b>Corporates - Investment Grades</b>	<b>Corporates - Non- Investment Grades</b>
Balance as of 12/31/08	\$ 52,399,223	\$ 53,633	\$ 8,477,461	\$ 4,356,119
Accrued discounts /premiums	(112,903)	785	547,151	(11,847)
Realized gain (loss)	959,491		(16,188)	
Change in unrealized appreciation/depreciation	17,286,502	(23,437)	19,985,949	9,192,184
Net purchases (sales)	(11,435,182)		9,650,203	382,180
Net transfers in and/or out of Level 3			19,646,776	8,750,471
<b>Balance as of 9/30/09</b>	<b>\$ 59,097,131</b>	<b>\$ 30,981</b>	<b>\$ 58,291,352</b>	<b>\$ 22,669,107</b>

Net change in unrealized appreciation/depreciation from Investments held as of 9/30/09	\$ 16,400,652	\$ (23,437)	\$ 19,985,952	\$ 9,192,184
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	<b>Inflation-Linked Securities</b>	<b>Quasi-Sovereigns</b>	<b>Bank Loans</b>	<b>Emerging Markets - Treasuries</b>
Balance as of 12/31/08	\$ 2,107,845	\$ 15,178,100	\$ 59,085,587	\$ 27,032,574
Accrued discounts /premiums	4,328	548,048	441,532	(59,292)
Realized gain (loss)	174		(12,140,308)	(2,074,076)
Change in unrealized appreciation/depreciation	659,922	22,635,330	31,000,343	14,607,661
Net purchases (sales)	(52,588)		(21,420,997)	16,463,007
Net transfers in and/or out of Level 3		22,508,865		
<b>Balance as of 9/30/09</b>	<b>\$ 2,719,681</b>	<b>\$ 60,870,343</b>	<b>\$ 56,966,157</b>	<b>\$ 55,969,874</b>

Net change in unrealized appreciation/depreciation from Investments held as of 9/30/09	\$ 659,922	\$ 21,194,660	\$ 20,417,658	\$ 14,607,661
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	<b>Emerging Markets - Sovereigns</b>	<b>Governments - Sovereign Bonds</b>	<b>Emerging Markets - Corporate Bonds</b>	<b>CMOs</b>
Balance as of 12/31/08	\$ 54,466,966	\$ 5,294,648	\$ 2,310,668	\$ 4,513,739
Accrued discounts /premiums	318,440	(1,945)	(1,420)	9,686
Realized gain (loss)	(7,989,845)	533,222		110,521
Change in unrealized appreciation/depreciation	17,887,719	1,336,053	3,651,071	875,401
Net purchases (sales)	(36,244,013)	13,224,507		(1,617,347)
Net transfers in and/or out of Level 3	525,600		2,889,112	
<b>Balance as of 9/30/09</b>	<b>\$ 28,964,867</b>	<b>\$ 20,386,485</b>	<b>\$ 8,849,431</b>	<b>\$ 3,892,000</b>

Net change in unrealized appreciation/depreciation from Investments held as of 9/30/09	\$ 9,016,247	\$ 2,105,154	\$ 3,651,071	\$ 875,401
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	<b>Local Governments - Regional Bonds</b>	<b>Total</b>
Balance as of 12/31/08	\$ 158,313	\$ 235,434,876
Accrued discounts /premiums	197	1,682,760
Realized gain (loss)		(20,617,009)



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Change in unrealized appreciation/depreciation	48,978	139,143,676
Net purchases (sales)		(31,050,230)
Net transfers in and/or out of Level 3		54,320,824

<b>Balance as of 9/30/09</b>	<b>\$ 207,488</b>	<b>\$ 378,914,897</b>
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Net change in unrealized appreciation/depreciation from Investments held as of 9/30/09	\$ 48,978	\$ 118,132,103
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**ITEM 2. CONTROLS AND PROCEDURES.**

(a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended) are effective at the reasonable assurance level based on their evaluation of these controls and procedures as of a date within 90 days of the filing date of this document.

(b) There were no significant changes in the registrant's internal control over financial reporting that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

**ITEM 3. EXHIBITS.**

The following exhibits are attached to this Form N-Q:

<b>Exhibit No.</b>	<b>DESCRIPTION OF EXHIBIT</b>
11 (a) (1)	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
11 (a) (2)	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant): AllianceBernstein Income Fund, Inc.

By: /s/ Robert M. Keith  
Robert M. Keith

President

Date: November 23, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Robert M. Keith  
Robert M. Keith

President

Date: November 23, 2009

By: /s/ Joseph J. Mantineo  
Joseph J. Mantineo  
Treasurer and Chief Financial Officer

Date: November 23, 2009