

ALLIANCE NATIONAL MUNICIPAL INCOME FUND
Form PRE 14A
November 27, 2006

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No. ___)

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

- [X] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only
(as permitted by Rule 14a-6(e)(2))
- [] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Materials Pursuant to Section 240.14a-12

ALLIANCE NATIONAL MUNICIPAL INCOME FUND, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement,
if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act
Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (set forth the amount on which the
filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

 [] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange Act
Rule 0-11(a)(2) and identify the filing for which the offsetting fee
was paid previously. Identify the previous filing by registration
statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

It is anticipated that definitive materials will be released to security holders on or around January 2, 2007.

[LOGO]

ALLIANCE NATIONAL MUNICIPAL INCOME FUND, INC.
1345 Avenue of the Americas,
New York, New York 10105

_____, 2007

Dear Stockholders:

The Board of Directors (the "Directors") of Alliance National Municipal Income Fund, Inc. (the "Fund") is pleased to invite you to a Special Meeting of Stockholders (the "Meeting") to be held on February 22, 2007. At the Meeting, you will be asked to approve the issuance of shares of the Fund's common stock in connection with the proposed acquisition of all of the assets and liabilities of ACM Municipal Securities Income Fund, Inc. ("ACM Municipal Securities"), which is another fund in the AllianceBernstein fund family.

The Fund is listed on the New York Stock Exchange ("NYSE"). In order for the acquisition of ACM Municipal Securities to occur, the Fund will be required to issue shares to the stockholders of ACM Municipal Securities in exchange for their current shares that will represent more than 20% of the Fund's currently outstanding common stock. Under NYSE rules, the Fund must obtain your approval to issue this amount of shares. Therefore, the Fund's Directors have scheduled the Meeting on February 22, 2007, to seek your approval of the issuance of approximately 11 million shares of the Fund's common stock and allow the Fund to proceed with the acquisition. The proposal is described in more detail in the attached Proxy Statement.

The Directors have concluded that the proposal is in the best interests of the Fund and its stockholders. The Directors unanimously recommend that you vote "For" the proposal.

We welcome your attendance at the Meeting. If you are unable to attend, we encourage you to vote promptly by proxy. The Altman Group, Inc. (the "Proxy Solicitor"), a proxy solicitation firm, has been selected to assist in the proxy solicitation process. If we have not received your proxy as the date of the Meeting approaches, you may receive a telephone call from the Proxy Solicitor to remind you to vote by proxy. No matter how many shares you own, your vote is important.

Sincerely,

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Marc O. Mayer
President
[_____], 2007

PROXY STATEMENT

ALLIANCE NATIONAL MUNICIPAL INCOME FUND, INC.

QUESTIONS AND ANSWERS

- Q. WHAT IS THIS DOCUMENT AND WHY DID WE SEND IT TO YOU?
- A. This booklet contains the Notice of Special Meeting of Stockholders (the "Notice") of Alliance National Municipal Income Fund, Inc. (the "Fund") and Proxy Statement that provide you with information you should review before voting on the proposal to authorize the issuance of shares of the Fund's common stock (the "Proposal") that will be presented at a Special Meeting of Stockholders (the "Meeting"). The shares will be issued in connection with the Fund's acquisition of all of the assets and liabilities of ACM Municipal Securities Income Fund, Inc. (the "Acquisition"). You are receiving this proxy material because you own shares of the Fund, either directly or through an intermediary (we refer to them as "shares" and to the holders of shares as "stockholders"). As a stockholder, you have the right to vote on the Proposal because it concerns your investment in the Fund.
- Q. WHO IS ASKING FOR MY VOTE?
- A. The Board of Directors (the "Board") is asking you to vote on the Proposal.
- Q. HOW DOES THE BOARD RECOMMEND YOU VOTE?
- A. The Board recommends that you vote FOR the Proposal.
- Q. WHO IS ELIGIBLE TO VOTE?
- A. Stockholders of record at the close of business on Friday, December 15, 2006 (the "Record Date") are entitled to vote at the Meeting or any adjournment or postponement of the Meeting. If you owned shares on the Record Date, you have the right to vote even if you later sold the shares.
- Q. WHY IS THE BOARD REQUESTING MY VOTE?
- A. Maryland law does not require a vote of the Fund's stockholders to approve the Acquisition. However, the Fund's common stock is listed on the New York Stock Exchange (the "NYSE") and the new shares that would be issued in connection with the Acquisition would be listed on the NYSE. As a condition to listing, the NYSE requires a listed company to obtain stockholder approval prior to the issuance of common stock if a transaction would result in an increase of 20% or more of the amount of the Fund's outstanding shares. Consequently, the Board is seeking your vote on the Proposal because the Fund would be required to increase the number of its outstanding shares by more than 20% in connection with the Acquisition.
- Q. HOW CAN I VOTE MY SHARES?
- A. Please follow the instructions included on the enclosed proxy card.
- Q. WHAT IF I WANT TO REVOKE MY PROXY?

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A. You can revoke your proxy at any time prior to its exercise by (i) giving written notice to the Secretary of the Fund at 1345 Avenue of the Americas, New York, New York 10105, (ii) by authorizing a later-dated proxy (either by signing and mailing another proxy card, or by telephone as indicated on the proxy card) or (iii) by personally voting at the Meeting.

Q. WHOM DO I CALL IF I HAVE QUESTIONS REGARDING THE PROXY?

A. You may call the Proxy Solicitor at [1-800-331-5817].

[LOGO]

ALLIANCE NATIONAL MUNICIPAL INCOME FUND, INC.
1345 Avenue of the Americas,
New York, New York 10105
Toll Free (800) 221-5672

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
SCHEDULED FOR FEBRUARY 22, 2007

To the Stockholders of Alliance National Municipal Income Fund, Inc. (the "Fund"):

Notice is hereby given that a Special Meeting of Stockholders (the "Meeting") of the Fund, a Maryland corporation, will be held at 1345 Avenue of the Americas, 41st Floor, New York, New York 10105 on Thursday, February 22, 2007, at 11:00 a.m. Eastern Time, to consider and vote on the following Proposal, which is more fully described in the accompanying Proxy Statement dated [_____], 2006:

1. To approve the issuance of shares of the Fund's common stock in connection with the proposed acquisition of assets and assumption of liabilities of ACM Municipal Securities Income Fund, Inc. by the Fund.
2. To transact such other business as may properly come before the Meeting.

Any stockholder of record at the close of business on December 15, 2006 (the "Record Date") is entitled to notice of, and to vote at, the Meeting and any adjournments or postponements thereof. Proxies are being solicited on behalf of the Board of Directors. Each stockholder who does not expect to attend in person is requested to complete, date, sign and promptly return the enclosed proxy card, or to submit voting instructions by telephone as described on the enclosed proxy card.

The Board of Directors recommends a vote "FOR" the Proposal.

By Order of the Board of Directors,

Marc O. Mayer
President

New York, New York
[_____], 2007

YOUR VOTE IS IMPORTANT

Please indicate your voting instructions on the enclosed proxy card, sign and

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date it, and return it in the envelope provided, which needs no postage if mailed in the United States. You may by telephone authorize a proxy to cast your votes. To do so, please follow the instructions on the enclosed proxy card. Your vote is very important no matter how many shares you own. In order to save any additional costs of further proxy solicitation and to allow the Meeting to be held as scheduled, please complete, date, sign and return your proxy card promptly.

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PROXY STATEMENT

ALLIANCE NATIONAL MUNICIPAL INCOME FUND, INC.

1345 Avenue of the Americas
New York, New York 10105

SPECIAL MEETING OF STOCKHOLDERS

FEBRUARY 22, 2007

INTRODUCTION

This is a Proxy Statement for Alliance National Municipal Income Fund, Inc. (the "Fund"). The Board of Directors of the Fund is soliciting proxies for a Special Meeting of Stockholders (the "Meeting") of the Fund to consider and vote on a proposal to issue shares of the Fund's common stock in connection with the proposed acquisition (the "Acquisition") of all of the assets and assumption of all the liabilities of ACM Municipal Securities Income Fund, Inc. ("ACM Municipal Securities") by the Fund (the "Proposal").

The Board is sending you this Proxy Statement to ask for your vote on the Proposal. The Meeting will be held at 1345 Avenue of the Americas, 41st Floor, New York, New York 10105 on February 22, 2007, at 11:00 a.m., Eastern Time. The solicitation will be made primarily by mail and may also be made by telephone. The solicitation cost will be borne by the Fund. The Notice of Special Meeting, Proxy Statement and proxy card are being mailed to stockholders on or about [_____], 2007.

Any stockholder who owned shares of the Fund on Friday, December 15, 2006 (the "Record Date") is entitled to notice of, and to vote at, the Meeting and any postponement or adjournment thereof. Each share is entitled to one vote.

THE PROPOSAL: ISSUANCE OF THE FUND'S COMMON STOCK IN CONNECTION WITH THE ACQUISITION OF ACM MUNICIPAL SECURITIES

Background

At their Special Meeting held on November 20, 2006 (the "Meeting"), the Board of Directors of the Fund approved the Fund's acquisition of ACM Municipal Securities. ACM Municipal Securities has substantially the same investment strategies as the Fund and both funds invest substantially all of their assets in investment grade municipal securities. ACM Municipal Securities is a smaller fund with approximately \$213 million in assets (including \$90 million

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attributable to preferred shares) as compared to the Fund's assets of approximately \$508 million (including \$195 million attributable to preferred shares). At the Meeting and at their October 31-November 2, 2006 regular meeting, the Fund's Directors considered the recommendation of AllianceBernstein L.P. (the "Adviser"), the investment adviser for the Fund and ACM Municipal Securities, that they approve the Acquisition. The Adviser presented pro forma information indicating that the Acquisition would result in a very modest reduction in the Fund's expense ratio (approximately one basis point). In addition, in response to a request by the Directors on November 2, 2006, the Adviser agreed to a 10 basis point reduction in the fee payable to it by the Fund under the Advisory Agreement. The Directors noted that because of voluntary fee waivers currently in effect, the Fund would benefit from the reduced contractual fee rate commencing in January 2010. The Directors also considered extensive amounts of information about the costs and benefits of the Acquisition, including the fact that a portion of the expenses of the Acquisition of approximately \$138,000 (relating primarily to the cost of the special meeting to which this proxy statement relates) would be borne by the Fund.

The Fund's Directors are also the Directors of ACM Municipal Securities, and they noted that the Acquisition would result in a more significant expense ratio reduction for common stockholders of that much smaller fund than for common stockholders of the Fund. After discussion and consultation with their independent counsel, the Fund's Board of Directors determined that the Acquisition was in the best interests of the Fund and that the interests of the Fund's stockholders would not be diluted as a result of the Acquisition.

Issuance of the Fund's Common Stock in Connection with the Acquisition

Approval of the Acquisition by the Fund's stockholders is not required under applicable state law. However, the Fund's common stock is listed on the New York Stock Exchange ("NYSE") and the new shares to be issued in connection with the Acquisition will be listed on the NYSE. As a condition to listing, Section 312 of the NYSE Listed Company Manual ("NYSE Rule 312") requires a listed company to obtain stockholder approval prior to the issuance of common stock if any transaction or series of transactions would result in an increase by 20% or more in the amount of shares outstanding.

The Acquisition will involve the issuance by the Fund of shares of common stock to ACM Municipal Securities common stockholders and shares of preferred stock to ACM Municipal Securities preferred stockholders. The approval of the issuance of preferred shares by the Fund is not being sought from common stockholders or preferred stockholders since the preferred shares are not listed on the NYSE and the Fund's charter permits the issuance of additional parity preferred stock provided that the issuance of that stock does not affect that stock's ratings. The preferred stockholders, however, have the right to vote with the common stockholders to approve the issuance of the common stock.

The Acquisition requires the approval of ACM Municipal Securities stockholders and a separate meeting of those stockholders will be convened to vote on the Acquisition. If the Acquisition is not approved by ACM Municipal Securities stockholders, it will not occur. In addition, if the Fund's stockholders do not approve the issuance of the Fund's common shares, the Acquisition will not occur even if approved by ACM Municipal Securities stockholders. The Acquisition is structured as a tax-free exchange of shares and cannot occur if the Fund's stockholders do not approve the issuance of common shares that would be exchanged for common shares of ACM Municipal Securities.

The Fund's Board of Directors seeks your approval of the Proposal. Approval of the Proposal requires the affirmative vote of a majority of votes cast by the Fund's stockholders, provided that the total votes cast on the Proposal represents over 50% of all securities entitled to vote on the Proposal.

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The Board of Directors recommends that you vote "FOR" the Proposal.

VOTING INFORMATION

The Board of Directors has fixed the close of business on December 15, 2006 as the Record Date for the determination of stockholders entitled to notice of, and to vote at, the Meeting and any adjournment thereof. The outstanding voting shares of the Fund as of November 15, 2006 consisted of 20,518,836 shares of common stock and 1,950 shares each of Series M Preferred Stock, Series T Preferred Stock, Series W Preferred Stock and Series TH Preferred Stock, each share being entitled to one vote at the Meeting.

Those stockholders who hold shares directly and not through a broker or nominee (that is, a stockholder of record) may authorize their proxies to cast their votes by completing a proxy card and returning it by mailing the enclosed postage-paid envelope as well as telephoning toll free [_____]. Owners of shares held through a broker or nominee (who is the stockholder of record for those shares) should follow the directions provided to the stockholder by the broker or nominee to submit voting instructions. Instructions to be followed by a stockholder of record to submit a proxy via telephone, including use of the Control Number on the stockholder's proxy card, are designed to verify stockholder identities, to allow stockholders to give voting instructions and to confirm that stockholder instructions have been recorded properly. Stockholders who authorize proxies by telephone should not also return a proxy card. A stockholder of record may revoke that stockholder's proxy at any time prior to exercise thereof by giving written notice to the Secretary of the Fund at 1345 Avenue of the Americas, New York, New York 10105, by authorizing a later-dated proxy (either by signing and mailing another proxy card or, by telephone as indicated above), or by personally attending and voting at the Meeting.

Properly executed proxy cards may be returned with instructions to abstain from voting or to withhold authority to vote (an "abstention") or represent a broker "non-vote" (which is a proxy from a broker or nominee indicating that the broker or nominee has not received instructions from the beneficial owner or other person entitled to vote shares on a particular matter with respect to which the broker or nominee does not have the discretionary power to vote). Abstentions and broker non-votes will be considered present for purposes of determining the existence of a quorum for the transaction of business but will have the effect of a vote against the Proposal.

Approval of the Proposal described requires the affirmative vote of a majority of votes cast, provided that total votes cast on the Proposal represents over 50% of all securities entitled to vote on the matter. In order for the vote to occur at the Meeting, a quorum must be present. A quorum will consist of the presence in person or by proxy of the holders of a majority of the shares of the Fund entitled to vote at the Meeting. In the event that a quorum is not present at the Meeting or, even if a quorum is present, in the event that sufficient votes in favor of the position recommended by the Board of Directors on the Proposal are not timely received, the Chairman of the Board may authorize, or the persons named as proxies may propose and vote for, one or more adjournments of the Meeting, with no other notice than announcement at the Meeting, up to 120 days after the Record Date, in order to permit further solicitation of proxies. Shares represented by proxies indicating a vote contrary to the position recommended by the Directors on a proposal as to which the Meeting is proposed to be adjourned will be voted against adjournment.

If any proposal, other than the Proposal, properly comes before the Meeting, shares represented by proxies will be voted on all such proposals in the discretion of the person or persons holding the proxies. The Fund has not received notice, and is not otherwise aware, of any other matter to be presented at the Meeting.

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The Fund has engaged The Altman Group, Inc. (the "Proxy Solicitor"), 60 East 42nd Street, Suite 405, New York, New York 10165 to assist in soliciting proxies for the Meeting. The Proxy Solicitor will receive a fee of \$[_____] from the Fund for its solicitation services, plus reimbursement of out-of-pocket expenses.

OTHER INFORMATION

Officers of the Fund

Certain information concerning the Fund's officers is set forth below. The Fund's officers are elected annually by the Board of Directors until his or her successor is duly elected and qualifies.

Name, Address* and Age	Position(s) (Month and Year First Elected)	Principal Occupation During the Past 5 Years
Marc O. Mayer 49	President and Chief Executive Officer (11/03)	Executive Vice President of the Adviser since 2001, and Executive Managing Director of AllianceBernstein Investments, Inc. ("ABI") since 2003; prior thereto, he was head of AllianceBernstein Institutional Investments, a unit of the Adviser from 2001-2003; prior thereto, Chief Executive Officer of Sanford C. Bernstein & Co., LLC (institutional research and brokerage arm of Bernstein & Co. LLC ("SCB & Co.")) and its predecessor since prior to 2001. He is a Director of SCB Partners, Inc. and SCB, Inc.
Philip L. Kirstein 61	Senior Vice President and Independent Compliance Officer (10/04)	Senior Vice President and Independent Compliance Officer of the AllianceBernstein Funds, with which he has been associated since October 2004. Prior thereto, he was Of Counsel to Kirkpatrick & Lockhart, LLP from October 2003 to October 2004, and General Counsel of Merrill Lynch Investment Managers, L.P. since prior to 2001 until March 2003.
Robert B. Davidson, III 45	Senior Vice President (4/02)	Senior Vice President of AllianceBernstein Corporation ("AB Corp.")**, with which he has been associated since prior to 2001.

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Douglas J. Peebles 41	Senior Vice President (6/04)	Executive Vice President of AB Corp.**, with which he has been associated since prior to 2001.
Jeffrey S. Phlegar 40	Senior Vice President (6/04)	Executive Vice President of AB Corp.**, with which he has been associated since prior to 2001.
Michael G. Brooks 58	Vice President (10/05)	Senior Vice President of AB Corp.**, with which has been associated since prior to 2001.
Fred S. Cohen 48	Vice President (10/05)	Senior Vice President of AB Corp.**, with which has been associated since prior to 2001.
Terrance T. Hults 40	Vice President (12/01)	Senior Vice President of AB Corp.**, with which has been associated since prior to 2001.
Emilie D. Wrapp 51	Secretary (10/05)	Senior Vice President, Assistant General Counsel and Assistant Secretary of ABI**, with which she has been associated since prior to 2001.
Joseph J. Mantineo 47	Treasurer and Chief Financial Officer (8/06)	Senior Vice President of AllianceBernstein Investor Services, Inc. ("ABIS"),** with which he has been associated since prior to 2001.
Thomas R. Manley 55	Controller (12/01)	Vice President of the Adviser**, with which he has been associated since prior to 2001.

* The address for the Fund's officers is 1345 Avenue of the Americas, New York, New York 10105.

** An affiliate of the Fund.

Stock Ownership

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As of November 15, 2006, the directors and officers of the Fund as a group beneficially owned less than 1% of the outstanding shares of common stock of the Fund and each class of preferred stock of the Fund. To the knowledge of the Fund, only the following beneficially owned 5% or more of the outstanding shares of the common stock of the Fund.

Name and Address of Stockholder -----	Number of Outstanding Shares Owned -----	Percentage of Outstanding Shares Owned -----
First Trust Portfolios L.P. First Trust Advisors L.P. The Charger Corporation 1001 Warrenville Road Lisle, IL 60532	1,222,189	6.0%

INFORMATION AS TO THE INVESTMENT ADVISER AND ADMINISTRATOR

The Fund's investment adviser is AllianceBernstein L.P., with principal offices at 1345 Avenue of the Americas, New York, New York 10105. The investment adviser also provides administrative services to the Fund.

Other Service Providers -----

The Adviser provides standard administrative services to the Fund under the Fund's Advisory Agreement. Under the terms of a Shareholder Inquiry Agency Agreement with AllianceBernstein Investor Services, Inc. (prior to February 24, 2006 known as Alliance Global Investor Services, Inc.) ("ABIS"), an affiliate of the Adviser, the Fund compensates ABIS for responding to certain inquiries from stockholders. State Street Bank & Trust Company, One Lincoln Street, Boston, MA 02111 serves as custodian for the Fund. The Bank of New York, 100 Church Street, New York, NY 10286, serves as the Fund's transfer agent for the preferred stock. Computershare Trust Company N.A., P.O. Box 43011, Providence, RI 02940, serves as the Fund's transfer agent for the common stock.

OTHER MATTERS

Management of the Fund does not know of any matters properly to be presented at the Meeting other than those mentioned in this Proxy Statement. If any other matters properly come before the Meeting, the shares represented by proxies will be voted with respect thereto in the discretion of the person or persons voting the proxies.

REPORTS TO STOCKHOLDERS

The Fund will furnish each person to whom this Proxy Statement is delivered with a copy of its latest annual report to stockholders and its subsequent semi-annual report to stockholders, if any, upon request and without charge. To request a copy, please call ABIS at 1-800-227-4618 or contact Dennis Bowden at AllianceBernstein L.P., 1345 Avenue of the Americas, New York, New York 10105.

By Order of the Board of Directors,

Marc O. Mayer
President

_____, 2007

New York, New York

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FORM OF PROXY CARD

Vote by Touch-Tone Phone or by Mail!!
CALL: To vote by phone, call toll-free 1-800-331-5817 and follow the recorded instructions.
MAIL: Return the signed proxy card in the enclosed envelope.

PROXY IN CONNECTION WITH THE SPECIAL MEETING OF STOCKHOLDERS TO BE HELD FEBRUARY 22, 2007

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE FUND

Alliance National Municipal Income Fund, Inc.

The undersigned hereby appoints Christina Morse and Carol Rappa, or either of them, as proxies for the undersigned, each with full power of substitution, to attend the Meeting of Stockholders (the "Meeting") of Alliance National Municipal Income Fund, Inc. (the "Fund"), to be held at 11:00 a.m., Eastern Time, on Thursday, February 22, 2007 at the offices of the Fund at 1345 Avenue of the Americas, 41st Floor, New York, New York 10105, and at any postponement or adjournment thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at the Meeting and otherwise to represent the undersigned at the Meeting with all powers possessed by the undersigned if personally present at the Meeting. The undersigned hereby acknowledges receipt of the Notice of Meeting and accompanying Proxy Statement, revokes any proxy previously given with respect to the Meeting and instructs said proxies to vote said shares as indicated on the reverse side of this proxy card.

IF THIS PROXY CARD IS PROPERLY EXECUTED, THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST AS SPECIFIED. IF THIS PROXY CARD IS PROPERLY EXECUTED BUT NO SPECIFICATION IS MADE FOR THE PROPOSAL, THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST "FOR" THE PROPOSAL AS DESCRIBED IN THE PROXY STATEMENT. ADDITIONALLY, THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST IN THE DISCRETION OF THE PROXY HOLDER ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

PLEASE VOTE, DATE AND SIGN ON THE REVERSE SIDE AND RETURN THIS PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.

[x] Please mark votes as in this example

THE PROPOSAL

Issuance of shares of the Fund's common stock in connection with the proposed acquisition of all of the assets and assumption of all of the liabilities of ACM Municipal Securities Income Fund, Inc. by the Fund.

FOR
[]

AGAINST
[]

ABSTAIN
[]

To vote and otherwise represent the undersigned on any other matter that may properly come before the Meeting, any postponement or adjournment thereof, including any matter incidental to the conduct of the Meeting, in the discretion of the Proxy holder(s).

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Please check here if you plan to attend the Meeting.

I WILL ATTEND THE MEETING.

Please be sure to sign your name(s) exactly as it appears on this proxy card.

Signature(s) of Stockholder(s)

Date: _____, 2007

Signature(s) of Stockholder(s)

Date: _____, 2007

IMPORTANT: Please sign legibly and exactly as the name appears on this proxy card. Joint owners must EACH sign the proxy card. When signing as executor, administrator, attorney, trustee or guardian, or as custodian for a minor, please give the FULL title of such. If a corporation, please give the FULL corporate name and indicate the signer's office. If a partner, please sign in the partnership name.

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE

SK 00250 0209 723875