

# SECURITIES AND EXCHANGE COMMISSION

## FORM N-30D

Initial annual and semi-annual reports mailed to investment company shareholders pursuant to Rule 30e-1 (other than those required to be submitted as part of Form NCSR)

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### FILER

#### **ALLIANCE PORTFOLIOS**

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ALLIANCE GROWTH INVESTORS FUND  
and  
ALLIANCE CONSERVATIVE INVESTORS FUND  
Annual Report  
April 30, 1995

(cover)

LETTER TO SHAREHOLDERS

ALLIANCE GROWTH INVESTORS AND  
CONSERVATIVE INVESTORS FUNDS

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June 15, 1995

Dear Shareholder:

We would again like to address both Alliance Growth Investors Fund and Alliance Conservative Investors Fund in this letter, a practice that we began with our December letter. We would also like to inform you that the portfolio manager team for both portfolios has been changed.

Bruce Calvert, who is Alliance's Vice Chairman and Chief Investment Officer, recently assumed responsibility for asset mix decisions. Mike Baldwin and Paul Rissman are respectively managing the equity portfolios of Alliance Growth Investors Fund and Alliance Conservative Investors Fund and Allison Martier will continue to manage fixed income for both portfolios.

#### MARKET & ECONOMIC OUTLOOK

Evidence of a substantial slowing in economic activity has emerged over the last few months as a result of restrictive Federal Reserve policy and a slowdown in trade. In the months immediately ahead, the slowdown is expected to continue as businesses attempt to reduce unwanted inventories by trimming production schedules and employment.

We have reduced our growth expectations to reflect these trends and now look for little or no growth in the second and third quarters of 1995. We do not, however, believe that the economy is headed into recession. The trade picture seems to be stabilizing, domestic consumers seem able and willing to spend and, if necessary, the Federal Reserve will lower short-term interest rates, particularly if inflation fears abate further. The budget debate, which won't be resolved until September or October, is important in this regard; and for now we're optimistic that real progress toward deficit reduction will be made. Thus, the near-term economic outlook is relatively benign for financial markets. Slower but steady and extended growth, coupled with diminished inflation fears, suggest stable, or even slightly lower interest rates and moderately high (16-18x) price earnings rates for common stocks.

#### GROWTH INVESTORS FUND

Alliance Growth Investors Fund has an equity range of 40-90% of assets and we expect equities to average about 70% over time. The two primary determinants of the asset mix are our analyses of the rates of return available in different asset classes and of the cycle in the economy and financial markets.

Over much of last year we erred on the side of caution by holding below-average exposure to common stocks and above-average exposure to fixed income and cash. Our stock market concerns related to valuation in the context of high and rising short-term interest rates, and to liquidity conditions due to the strength of economic activity. These worries proved unfounded as economic activity decelerated, freeing up liquidity and permitting a sharper than anticipated decline in interest rates. Consequently, we increased the Fund's equity exposure early in the second quarter of 1995 and performance over the last few months is tracking expectations.

For the twelve- and six-month periods ended April 30, 1995, the following table compares your Fund's total returns with that of the broad U.S. stock market, represented by the unmanaged S&P 500-stock Index, and with its benchmark, represented by a 70/30 composite of the S&P 500 and the unmanaged Lehman Brothers Aggregate Bond Index, respectively:

|   | Twelve Months<br>Through April 30, 1995 | Six Months<br>Through April 30, 1995 |
|---|---|--------------------------------------|
| -----                                     |   |                                      |
| ALLIANCE GROWTH INVESTORS FUND            |   |                                      |
| Class A                                   | +5.57%                                  | +4.05%                               |
| Class B                                   | +4.83%                                  | +3.67%                               |
| Class C                                   | +4.91%                                  | +3.76%                               |
| S&P 500                                   | +16.12%                                 | +10.45%                              |
| 70/30 S&P 500/<br>LB Aggregate Bond Index | +13.65%                                 | +9.75%                               |

The Fund's total returns are based on the net asset values of each class of shares as of April 30; additional investment results appear on page 3.

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ALLIANCE GROWTH INVESTORS AND  
CONSERVATIVE INVESTORS FUNDS

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At this writing, the Fund is about 65% in common stocks. Five percentage points of that is in foreign equities. Roughly 20% of the portfolio is in fixed income with a market-like duration, and less than 15% is in cash. No immediate changes in the mix are anticipated, but if equities appreciate significantly or the economy shows signs of strong recovery we will again be more cautious.

CONSERVATIVE INVESTORS FUND

Alliance Conservative Investors Fund has an equity range of 10-50% of assets and we expect equity exposure to average 30% over time. In further contrast to Growth Investors, the equity portfolio is invested in generally less volatile stocks and the Fund does not own foreign equities.

Our conservative stance toward equity exposure (described above) caused the portfolio to lag comparable benchmarks for most of the year.

For the twelve- and six-month periods ended April 30, 1995, the following table compares your Fund's total returns with that of the broad U.S. bond market, represented by the unmanaged Lehman Brothers Aggregate Bond Index, and with its benchmark, represented by a 70/30 composite of the Lehman Brothers Aggregate Bond Index and the unmanaged S&P 500-stock Index, respectively:

|                                       | Twelve Months<br>Through April 30, 1995 | Six Months<br>Through April 30, 1995 |
|---------------------------------------|---|--------------------------------------|
| -----                                 |   |                                      |
| ALLIANCE CONSERVATIVE INVESTORS FUND  |   |                                      |
| Class A                               | +4.65%                                  | +5.68%                               |
| Class B                               | +3.91%                                  | +5.31%                               |
| Class C                               | +4.01%                                  | +5.41%                               |
| LB Aggregate Bond Index               | +7.68%                                  | +8.11%                               |
| 70/30 LB Aggregate Bond Index/S&P 500 | +10.28%                                 | +8.81%                               |

The Fund's total returns are based on the net asset values of each class of shares as of April 30; additional investment results appear on page 5.

Currently, the Fund is about 20% in common stocks, 65% in fixed income with a market like duration and 15% in cash.

We appreciate your investment in Alliance Growth Investors Fund and Alliance Conservative Investors Fund and look forward to reporting their progress to you

in the coming months.

Sincerely,

John D. Carifa  
Chairman and President

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INVESTMENT RESULTS ALLIANCE GROWTH INVESTORS FUND

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AVERAGE ANNUAL TOTAL RETURN AS OF APRIL 30, 1995

CLASS A SHARES

|                    | WITHOUT<br>SALES CHARGE | WITH<br>SALES CHARGE |
|--------------------|-------------------------|----------------------|
|                    | -----                   | -----                |
| . One Year         | +5.57%                  | +1.04%               |
| . Since Inception* | +8.68                   | +7.13                |

CLASS B SHARES

|                    | WITHOUT<br>SALES CHARGE | WITH<br>SALES CHARGE |
|--------------------|-------------------------|----------------------|
|                    | -----                   | -----                |
| . One Year         | +4.83%                  | +0.83%               |
| . Since Inception* | +7.88                   | +7.30                |

CLASS C SHARES

|                    |        |
|--------------------|--------|
| . One Year         | +4.91% |
| . Since Inception* | +2.62% |

The average annual total returns reflect investment of dividends and/or capital gains distributions in additional shares-with and without the effect of the 4.25% maximum front-end sales charge for Class A or applicable contingent deferred sales charge for Class B (4% year 1, 3% year 2, 2% year 3, 1% year 4); Class C shares are not subject to front-end or contingent deferred sales charges. Past performance does not guarantee future results. Investment return and principal value will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost.

\*Inception: 5/4/92, Class A and Class B; 8/2/93 Class C.

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ALLIANCE GROWTH INVESTORS FUND

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ALLIANCE GROWTH INVESTORS FUND  
GROWTH OF A \$10,000 INVESTMENT:  
5/31/92 TO 4/30/95

|          | Growth Invest. | S&P 500 | 70% S&P/30% LB Aggregate Composite |
|----------|----------------|---------|------------------------------------|
| 5/31/92  | 9,573          | 10000   | 10000                              |
| 11/30/92 | 10,475         | 11,818  | 10,511                             |
| 5/31/93  | 11,319         | 12,509  | 11,151                             |
| 11/30/93 | 11,592         | 13,009  | 11,595                             |
| 5/31/94  | 11,430         | 13,040  | 11,506                             |
| 11/30/94 | 11,321         | 13,145  | 11,574                             |
| 4/30/95  | 12,182         | 14,414  | 13,011                             |

This chart illustrates the total value of an assumed investment in Alliance Growth Investors Fund Class A shares (since inception) after deducting the maximum 4.25% sales charge, and with dividends and capital gains reinvested. Performance for Class B and Class C shares will vary from the results shown

above due to differences in expenses charged to those classes. Past performance is not indicative of future results, and is not representative of future gain or loss in capital value or dividend income. The Standard and Poor's 500-stock Index is an unmanaged index that includes 500 U.S. stocks. It is a common measure of the performance of the overall U.S. stock market. The Lehman Brothers Aggregate Bond Index is an unmanaged index composed of the Mortgage-Backed Securities Index, the Asset-Backed Securities Index and the Government/Corporate Bond Index. The comparison shown above represents a 70/30 weighting. When comparing Alliance Growth Investors Fund to the two indexes shown above, you should note that the Fund's performance reflects the maximum sales charge of 4.25%, while no such charges are reflected in the performance of the indexes.

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INVESTMENT RESULTS ALLIANCE CONSERVATIVE INVESTORS FUND

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AVERAGE ANNUAL TOTAL RETURN AS OF APRIL 30, 1995

CLASS A SHARES

|                    | WITHOUT<br>SALES CHARGE | WITH<br>SALES CHARGE |
|--------------------|-------------------------|----------------------|
|                    | -----                   | -----                |
| . One Year         | +4.65%                  | +0.21%               |
| . Since Inception* | +5.66                   | +4.15                |

CLASS B SHARES

|                    | WITHOUT<br>SALES CHARGE | WITH<br>SALES CHARGE |
|--------------------|-------------------------|----------------------|
|                    | -----                   | -----                |
| . One Year         | +3.91%                  | -0.09%               |
| . Since Inception* | +4.90                   | +4.29                |

CLASS C SHARES

|                    |        |
|--------------------|--------|
| . One Year         | +4.01% |
| . Since Inception* | +0.52  |

The average annual total returns reflect investment of dividends and/or capital gains distributions in additional shares-with and without the effect of the 4.25% maximum front-end sales charge for Class A or applicable contingent deferred sales charge for Class B (4% year 1, 3% year 2, 2% year 3, 1% year 4); Class C shares are not subject to front-end or contingent deferred sales charges. Past performance does not guarantee future results. Investment return and principal value will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost.

\*Inception: 5/4/92, Class A and Class B; 8/2/93 Class C.

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ALLIANCE CONSERVATIVE INVESTORS FUND

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ALLIANCE CONSERVATIVE INVESTORS FUND

GROWTH OF A \$10,000 INVESTMENT:

5/31/92 TO 4/30/95

|          | Conservative Invest. | LB Aggregate | 30% S&P/70% | LB Aggregate Composite |
|----------|----------------------|--------------|-------------|------------------------|
| 5/31/92  | 9,575                | 10000        | 10000       |                        |
| 11/30/92 | 9,982                | 11,699       | 10,469      |                        |
| 5/31/93  | 10,609               | 12,509       | 11,139      |                        |
| 11/30/93 | 11,034               | 12,971       | 11,582      |                        |
| 5/31/94  | 10,554               | 12,565       | 11,337      |                        |
| 11/30/94 | 10,439               | 12,575       | 11,371      |                        |
| 4/30/95  | 11,131               | 13,486       | 12,446      |                        |

This chart illustrates the total value of an assumed investment in Alliance Conservative Investors Fund Class A shares (since inception) after deducting the maximum 4.25% sales charge, and with dividends and capital gains reinvested. Performance for Class B and Class C shares will vary from the results shown above due to differences in expenses charged to those classes. Past performance is not indicative of future results, and is not representative of future gain or loss in capital value or dividend income. The Lehman Brothers Aggregate Bond Index is an unmanaged index composed of the Mortgage-Backed Securities Index, the Asset-Backed Securities Index and the Government/Corporate Bond Index. The Standard and Poor's 500-stock Index is an unmanaged index that includes 500 U.S. stocks. It is a common measure of the performance of the overall U.S. stock market. The comparison shown above represents a 70/30 weighting.

When comparing Alliance Conservative Investors Fund to the two indexes shown above, you should note that the Fund's performance reflects the maximum sales charge of 4.25%, while no such charges are reflected in the performance of the indexes.

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TEN LARGEST HOLDINGS

APRIL 30, 1995

ALLIANCE GROWTH INVESTORS FUND

| COMPANY                                  | VALUE        | PERCENT OF NET ASSETS |
|--|--------------|-----------------------|
| U.S. Treasury Notes                      | \$11,957,352 | 17.1%                 |
| Federal National Mortgage Association    | 2,342,000    | 3.4                   |
| U.S. Treasury Bonds                      | 2,152,126    | 3.1                   |
| Government National Mortgage Association | 2,115,178    | 3.0                   |
| Philip Morris Cos., Inc.                 | 2,032,500    | 2.9                   |
| General Electric Co.                     | 1,680,000    | 2.4                   |
| Gillette Co.                             | 1,640,000    | 2.4                   |
| Medtronic, Inc.                          | 1,413,125    | 2.0                   |
| Bank of New York Co., Inc.               | 1,315,000    | 1.9                   |
| Pfizer, Inc.                             | 1,212,750    | 1.7                   |
|  | \$27,860,031 | 39.9%                 |

MAJOR PORTFOLIO CHANGES

SIX MONTHS ENDED APRIL 30, 1995

| PURCHASES  | SHARES OR PRINCIPAL |                  |
|--|---------------------|------------------|
|  | BOUGHT              | HOLDINGS 4/30/95 |
| Federal National Mortgage Association, 8.00%, 4/01/25    | \$ 2,347,869        | \$2,347,869      |
| Government National Mortgage Association, 7.00%, 4/15/25 | \$ 1,428,000        | \$1,428,000      |
| Merck & Co., Inc.  | 25,000              | 25,000           |
| Pfizer, Inc.   | 14,000              | 14,000           |
| U.S. Treasury Note, 7.25%, 2/15/98                       | \$ 3,650,000        | \$3,650,000      |
| U.S. Treasury Note, 7.125%, 9/30/99                      | \$ 2,170,000        | \$2,170,000      |
| U.S. Treasury Note, 7.75%, 12/31/99                      | \$ 2,200,000        | \$2,200,000      |
| U.S. Treasury Note, 7.875%, 11/15/04                     | \$ 1,250,000        | \$1,250,000      |
| U.S. Treasury Note, 7.50%, 2/15/05                       | \$ 2,400,000        | \$2,400,000      |
| U.S. Treasury Bond, 7.50%, 11/15/24                      | \$ 1,690,000        | \$1,690,000      |

| SALES  | SOLD       | HOLDINGS 4/30/95 |
|--|------------|------------------|
| Caterpillar, Inc.  | 22,000     | -0-              |
| Dollar General Corp.                                     | 18,000     | -0-              |
| Government National Mortgage Association, 7.50%, 1/15/24 | \$ 878,000 | -0-              |

|  |              |     |
|--|--------------|-----|
| Government National Mortgage Association, 7.00%, 6/15/24 | \$ 997,000   | -0- |
| Government National Mortgage Association, 8.50%, 9/15/24 | \$ 750,000   | -0- |
| Penney (J.C.) Co., Inc.                                  | 20,000       | -0- |
| Sprint Corp.   | 22,000       | -0- |
| U.S. Treasury Bond, 6.25%, 8/15/23                       | \$ 2,295,000 | -0- |
| U.S. Treasury Note, 6.50%, 5/15/97                       | \$ 1,065,000 | -0- |
| U.S. Treasury Note, 6.75%, 5/31/99                       | \$ 2,630,000 | -0- |

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TEN LARGEST HOLDINGS

APRIL 30, 1995

ALLIANCE CONSERVATIVE INVESTORS FUND

| COMPANY   | VALUE        | PERCENT OF NET ASSETS |
|---|--------------|-----------------------|
| U.S. Treasury Notes                                   | \$21,378,466 | 41.9%                 |
| Government National Mortgage Association              | 6,667,261    | 13.0                  |
| U.S. Treasury Bonds                                   | 4,543,685    | 8.9                   |
| Premier Auto Trust, 7.15%, 2/04/99                    | 1,498,594    | 2.9                   |
| General Motors Acceptance Corp., 1.00%, 10/15/02      | 1,366,703    | 2.7                   |
| Federal National Mortgage Association, 8.00%, 4/01/25 | 1,268,583    | 2.5                   |
| Georgia Pacific Corp., 8.25%, 3/01/23                 | 1,252,251    | 2.4                   |
| Italy (Republic of), 6.875%, 9/27/23                  | 1,071,187    | 2.1                   |
| General Electric Co.                                  | 504,000      | 1.0                   |
| Bank of New York Co., Inc.                            | 493,125      | 1.0                   |
|   | \$40,043,855 | 78.4%                 |

MAJOR PORTFOLIO CHANGES

SIX MONTHS ENDED APRIL 30, 1995

| PURCHASES  | PRINCIPAL    |                  |
|--|--------------|------------------|
|  | BOUGHT       | HOLDINGS 4/30/95 |
| Federal National Mortgage Association, 8.00%, 4/01/25    | \$ 1,271,762 | \$1,271,762      |
| Georgia Pacific Corp., 8.25%, 3/01/23                    | \$ 1,300,000 | \$1,300,000      |
| Government National Mortgage Association, 7.00%, 4/15/25 | \$ 2,142,000 | \$2,142,000      |
| Italy (Republic of), 6.875%, 9/27/23                     | \$ 1,300,000 | \$1,300,000      |
| Premier Auto Trust, 7.15%, 2/04/99                       | \$ 1,500,000 | \$1,500,000      |
| U.S. Treasury Bond, 7.625%, 2/15/25                      | \$ 2,150,000 | \$2,150,000      |
| U.S. Treasury Note, 7.25%, 2/15/98                       | \$ 6,400,000 | \$6,400,000      |
| U.S. Treasury Note, 7.75%, 12/31/99                      | \$ 7,850,000 | \$7,850,000      |
| U.S. Treasury Note, 7.875%, 11/15/04                     | \$ 1,600,000 | \$1,600,000      |
| U.S. Treasury Note, 7.50%, 2/15/05                       | \$ 1,900,000 | \$1,900,000      |

| SALES   | HOLDINGS     |             |
|---|--------------|-------------|
|   | SOLD         | 4/30/95     |
| Abbey National Treasury, 4.9375%, 3/10/99                 | \$ 1,700,000 | -0-         |
| Chemical Banking Corp., 7.875%, 7/15/06                   | \$ 1,100,000 | -0-         |
| Federal National Mortgage Association, 7.60%, 4/14/04     | \$ 1,200,000 | -0-         |
| Ford Motor Credit Co., 5.625%, 10/15/97                   | \$ 1,000,000 | -0-         |
| Government National Mortgage Association, 7.00%, 12/15/23 | \$ 2,123,000 | -0-         |
| Government National Mortgage Association, 8.50%, 9/15/24  | \$ 2,199,000 | -0-         |
| Lehman Brothers Holdings, Inc., 4.50%, 2/10/96            | \$ 1,000,000 | -0-         |
| U.S. Treasury Bond, 7.50%, 11/15/24                       | \$ 710,000   | \$2,290,000 |
| U.S. Treasury Note, 6.50%, 5/15/97                        | \$ 2,115,000 | -0-         |
| U.S. Treasury Note, 6.75%, 5/31/99                        | \$ 6,900,000 | -0-         |

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| COMPANY                                 | SHARES | VALUE       |
|---|--------|-------------|
| -----                                   |        |             |
| COMMON STOCKS & OTHER INVESTMENTS-60.9% |        |             |
| UNITED STATES INVESTMENTS-54.0%         |        |             |
| CONSUMER NONCYCLICALS-19.1%             |        |             |
| BEVERAGES-0.8%                          |        |             |
| Coca-Cola Co.                           | 10,000 | \$581,250   |
|   |        |             |
| BROADCASTING-2.0%                       |        |             |
| Capital Cities ABC, Inc.                | 11,000 | 929,500     |
| Central European Media Enterprises Ltd. | 1,400  | 17,150      |
| Comcast Corp., Cl. A                    | 30,000 | 470,625     |
|   |        | 1,417,275   |
|   |        |             |
| COMPUTERS-0.5%                          |        |             |
| COMPAQ Computer Corp.                   | 8,000  | 304,000     |
| DRUGS-3.3%                              |        |             |
| Merck & Co., Inc.                       | 25,000 | 1,071,875   |
| Pfizer, Inc.                            | 14,000 | 1,212,750   |
|   |        | 2,284,625   |
|   |        |             |
| ENTERTAINMENT & LEISURE-0.6%            |        |             |
| Walt Disney Co.                         | 8,000  | 443,000     |
| FOOD-1.8%                               |        |             |
| IBP, Inc.                               | 28,000 | 1,036,000   |
| Kellogg Co.                             | 3,000  | 190,500     |
|   |        | 1,226,500   |
|   |        |             |
| HOSPITAL SUPPLIES & SERVICES-4.0%       |        |             |
| Columbia HCA Healthcare Corp.           | 6,000  | 252,000     |
| Medtronic, Inc.                         | 19,000 | 1,413,125   |
| U.S. Healthcare, Inc.                   | 6,700  | 178,387     |
| United Healthcare Corp.                 | 26,300 | 953,375     |
|   |        | 2,796,887   |
|   |        |             |
| SOAPS & TOILETRIES-2.4%                 |        |             |
| Gillette Co.                            | 20,000 | 1,640,000   |
| TOBACCO-3.7%                            |        |             |
| Philip Morris Cos., Inc.                | 30,000 | \$2,032,500 |
| UST, Inc.                               | 20,000 | 562,500     |
|   |        | 2,595,000   |
|   |        | 13,288,537  |
|   |        |             |
| TECHNOLOGY-10.5%                        |        |             |
| COMPUTERS-0.5%                          |        |             |
| cisco Systems, Inc.*                    | 8,000  | 318,500     |
|   |        |             |
| ELECTRONICS-4.8%                        |        |             |
| Applied Materials, Inc.*                | 10,000 | 617,500     |
| Linear Technology Corp.                 | 10,000 | 593,750     |
| Molex, Inc.                             | 17,000 | 646,000     |
| Motorola, Inc.                          | 20,000 | 1,137,500   |
| Silicon Graphics, Inc.*                 | 10,000 | 375,000     |
|   |        | 3,369,750   |
|   |        |             |
| OFFICE EQUIPMENT-0.9%                   |        |             |
| Oracle Systems Corp.                    | 20,000 | 608,750     |
| SEMI-CONDUCTORS & RELATED-0.4%          |        |             |
| Intel Corp.                             | 3,000  | 307,313     |
|   |        |             |
| TELECOMMUNICATIONS-3.9%                 |        |             |
| ADC Telecommunications, Inc.            | 20,000 | 660,000     |
| Air-Touch Communications, Inc.*         | 20,000 | 537,500     |



|                             |        |           |
|-----------------------------|--------|-----------|
| Andrew Corp.*               | 15,000 | 744,375   |
| AT&T Corp.                  | 10,000 | 507,500   |
| MCI Communications Corp.    | 12,000 | 260,250   |
|                             |        | 2,709,625 |
|                             |        | 7,313,938 |
| CREDIT SENSITIVE-5.9%       |        |           |
| BANKS-3.4%                  |        |           |
| Bank of New York Co., Inc.  | 40,000 | 1,315,000 |
| Citicorp                    | 14,000 | 649,250   |
| First Bank System, Inc.     | 11,000 | 445,500   |
|                             |        | 2,409,750 |
| FINANCIAL SERVICES-0.1%     |        |           |
| Dean Witter, Discover & Co. | 1,800  | 76,275    |

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PORTFOLIO OF INVESTMENTS (CONTINUED) ALLIANCE GROWTH INVESTORS FUND

| COMPANY                            | SHARES | VALUE     |
|------------------------------------|--------|-----------|
| INSURANCE-2.4%                     |        |           |
| AFLAC, Inc.                        | 20,000 | \$825,000 |
| American International Group, Inc. | 3,000  | 320,250   |
| General Reinsurance Corp.          | 4,000  | 509,500   |
|                                    |        | 1,654,750 |
|                                    |        | 4,140,775 |
| CONSUMER CYCLICALS-5.3%            |        |           |
| AUTO RELATED-0.5%                  |        |           |
| Cooper Tire & Rubber               | 15,000 | 367,500   |
| AUTO & TRUCKS-0.5%                 |        |           |
| AutoZone, Inc.*                    | 15,000 | 346,875   |
| BUSINESS SERVICES-0.4%             |        |           |
| Browning Ferris Industries, Inc.   | 8,000  | 264,000   |
| HOTELS & RESTAURANTS-0.2%          |        |           |
| Wendy's International, Inc.        | 10,000 | 170,000   |
| MISCELLANEOUS-0.7%                 |        |           |
| Hasbro, Inc.                       | 15,000 | 476,250   |
| RESTAURANTS & LODGING-1.6%         |        |           |
| Marriot International Inc.         | 14,000 | 504,000   |
| McDonald's Corp.                   | 17,000 | 595,000   |
|                                    |        | 1,099,000 |
| RETAIL - GENERAL-1.4%              |        |           |
| May Department Stores Co.          | 12,000 | 435,000   |
| Office Depot, Inc.*                | 24,000 | 546,000   |
|                                    |        | 981,000   |
|                                    |        | 3,704,625 |
| CAPITAL GOODS-3.9%                 |        |           |
| ELECTRICAL EQUIPMENT-2.4%          |        |           |
| General Electric Co.               | 30,000 | 1,680,000 |
| INDUSTRIAL MACHINERY-0.6%          |        |           |
| Tyco International, Ltd.           | 8,000  | \$420,000 |
| MACHINERY-0.9%                     |        |           |
| Deere & Co.                        | 8,000  | 656,000   |
|                                    |        | 2,756,000 |
| BASIC MATERIALS-3.8%               |        |           |
| CHEMICALS-2.0%                     |        |           |
| Hercules, Inc.                     | 15,000 | 748,125   |
| Morton International, Inc.         | 20,000 | 620,000   |
|                                    |        | 1,368,125 |
| MINING & METALS-1.3%               |        |           |
| Aluminum Co. of America            | 20,000 | 897,500   |

|                                |        |           |
|--------------------------------|--------|-----------|
| PAPER-0.5%                     |        |           |
| International Paper Co.        | 5,000  | 385,000   |
|                                |        | 2,650,625 |
| ENERGY-2.4%                    |        |           |
| OIL - DOMESTIC-1.1%            |        |           |
| Phillips Petroleum Co.         | 22,000 | 770,000   |
| XCL, Ltd.*                     | 5,000  | 2,500     |
|                                |        | 772,500   |
| PIPELINES-1.3%                 |        |           |
| Enron Corp.                    | 26,000 | 884,000   |
|                                |        | 1,656,500 |
| GENERAL BUSINESS-1.2%          |        |           |
| BUSINESS SERVICES-1.2%         |        |           |
| Manpower Inc.                  | 10,000 | 333,750   |
| Paychex, Inc.                  | 11,000 | 524,563   |
|                                |        | 858,313   |
| BUSINESS SERVICES-1.1%         |        |           |
| PROFESSIONAL SERVICES-1.1%     |        |           |
| Reynolds & Reynolds Co., Cl. A | 30,000 | 795,000   |

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ALLIANCE GROWTH INVESTORS FUND

| COMPANY  | SHARES | VALUE      |
|--|--------|------------|
| DIVERSIFIED-0.5%                                       |        |            |
| Allied-Signal, Inc.                                    | 9,000  | \$356,625  |
| BASIC INDUSTRIES-0.3%                                  |        |            |
| CHEMICALS-0.3%   |        |            |
| Union Carbide Corp.                                    | 5,000  | 160,000    |
| Total United States Investments<br>(cost \$34,369,869) |        | 37,680,938 |
| FOREIGN INVESTMENTS-6.9%                               |        |            |
| ARGENTINA-0.0%   |        |            |
| YPF S.A. (ADS)<br>Oil & Gas Exploration                | 500    | 10,125     |
| AUSTRALIA-0.2%   |        |            |
| AAPC, Ltd.<br>Food Services & Lodging                  | 15,000 | 7,964      |
| Ampolex, Ltd.*<br>Oil - International                  | 9,000  | 25,987     |
| Biron Corp., Ltd.<br>Mining & Metals                   | 10,000 | 5,091      |
| Brambles Industries, Ltd.<br>Trucking & Shipping       | 1,000  | 9,863      |
| Diamond Ventures, Ltd.*<br>Mining & Metals             | 30,000 | 3,710      |
| Gwalia Consolidated, Ltd.<br>Mining & Metals           | 15,000 | 20,183     |
| MacMahon Holdings, Ltd.*<br>Building & Construction    | 25,000 | 7,819      |
| Westralian Sands<br>Miscellaneous                      | 10,000 | 23,056     |
|  |        | 103,673    |
| AUSTRIA-0.1%   |        |            |
| Ams Austria Mikros                                     | 500    | 49,672     |

|                                      |        |          |
|--------------------------------------|--------|----------|
| Miscellaneous                        |        |          |
| Vae Eisenbahnsyst                    | 100    | 9,000    |
| Electrical Equipment                 |        | 58,672   |
| BELGIUM-0.1%                         |        |          |
| Solvay Et Cie S.A.                   | 70     | 38,030   |
| Chemicals                            |        |          |
| Tessengerlo Chemie                   | 100    | \$35,226 |
| Chemicals                            |        | 73,256   |
| CANADA-0.8%                          |        |          |
| AIT Advanced Technology Corp.        | 3,000  | 28,961   |
| Printing, Publishing & Broadcasting  |        |          |
| BCE Inc.                             | 500    | 15,813   |
| Telecommunications                   |        |          |
| Cinar Films, Inc.*                   | 4,000  | 30,156   |
| Leisure Related                      |        |          |
| Maax, Inc.                           | 1,500  | 12,688   |
| Household Furniture & Appliances     |        |          |
| MacMillan Bloedel, Ltd.              | 1,000  | 12,963   |
| Building Materials & Forest Products |        |          |
| Magna International, Inc.            | 10,000 | 346,250  |
| Machinery                            |        |          |
| Miramar Mining Corp.*                | 1,000  | 5,149    |
| Mining & Metals                      |        |          |
| Nelvana Ltd.*                        | 3,000  | 27,306   |
| Leisure Related                      |        |          |
| Orbit Oil & Gas Ltd.*                | 10,000 | 8,605    |
| Oil-International                    |        |          |
| Prime Resources Group, Inc.*         | 2,000  | 13,791   |
| Mining & Metals                      |        |          |
| Royal Plastics Group Ltd. (a)        | 5,000  | 53,324   |
| Building & Construction              |        | 555,006  |
| CHILE-0.0%                           |        |          |
| Banco Osornoy La Un (ADR)            | 1,000  | 12,000   |
| Banks                                |        |          |
| Empresas Telex Chile S.A. (ADR)      | 2,000  | 15,750   |
| Utility-Telephone                    |        |          |
| Enersis S.A. (ADR)*                  | 500    | 14,000   |
| Utility-Electric                     |        | 41,750   |

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PORTFOLIO OF INVESTMENTS (CONTINUED)

ALLIANCE GROWTH INVESTORS FUND

| COMPANY                             | SHARES | VALUE    |
|-------------------------------------|--------|----------|
| DENMARK-0.0%                        |        |          |
| Tele Danmark As                     | 500    | \$26,090 |
| Utility - Telephone                 |        |          |
| FINLAND-0.3%                        |        |          |
| Aamulehti Yhtymae OY-II             | 2,000  | 40,366   |
| Printing, Publishing & Broadcasting |        |          |
| Coflexip S.A. (ADR)                 | 1,088  | 32,776   |
| Oil-Supplies & Construction         |        |          |
| Enso-Gutzeit OY                     | 6,000  | 54,072   |
| Forest Products                     |        |          |
| Nokia AB OY Corp. pfd.              | 800    | 32,668   |

|  |        |          |
|--|--------|----------|
| Telecommunications                       |        |          |
| Tamro Yhtymä OY AB                       | 4,000  | 21,028   |
| Hospital Supplies & Services             |        | 180,910  |
| FRANCE-0.1%                              |        |          |
| Ecco Travail Temporary                   | 500    | 33,273   |
| Miscellaneous                            |        |          |
| Lafarge Coppee S.A.                      | 300    | 23,382   |
| Building & Construction                  |        | 56,655   |
| GERMANY-0.5%                             |        |          |
| Bayer Motoren Werk pfd.                  | 54     | 19,866   |
| Auto & Trucks                            |        |          |
| Bayer Motoren Werke AG                   | 200    | 49,196   |
| Auto & Trucks                            |        |          |
| Dresdner Bank AG                         | 100    | 27,736   |
| Banks                                    |        |          |
| Fag Kugelfischer                         | 30     | 3,809    |
| Machinery                                |        |          |
| Fielmann AG pfd.*                        | 1,000  | 40,900   |
| Auto & Trucks                            |        |          |
| Gea AG                                   | 60     | 19,693   |
| Machinery                                |        |          |
| Hach AG pfd.                             | 50     | 21,532   |
| Auto & Trucks                            |        |          |
| Mannesmann AG (ADR)                      | 100    | 27,122   |
| Telecommunications                       |        |          |
| Plettac AG                               | 50     | 31,018   |
| Building & Construction                  |        |          |
| Sgl Carbon                               | 1,700  | \$67,813 |
| Chemical - Specialty                     |        |          |
| Veba AG                                  | 50     | 18,611   |
| Utility-Electric                         |        | 327,296  |
| HONG KONG-0.3%                           |        |          |
| Asia Pacific Resources Holding Ltd.      | 3,300  | 25,988   |
| Paper                                    |        |          |
| Dao Heng Bank Group, Ltd.*               | 5,000  | 12,789   |
| Banks                                    |        |          |
| Hong Kong and China Gas Co., Ltd.        |        |          |
| warrants expiring 12/31/95*              | 300    | 32       |
| Utility-Gas                              |        |          |
| Hong Kong Land Holdings                  | 15,000 | 28,200   |
| Real Estate                              |        |          |
| Hopewell Holdings                        | 35,000 | 24,868   |
| Real Estate                              |        |          |
| HSBC Holdings Plc.*                      | 1,000  | 11,594   |
| Banks                                    |        |          |
| International Bank Of Asia               | 30,000 | 13,661   |
| Banks                                    |        |          |
| Jardine International Motor              | 10,000 | 10,205   |
| Auto Related                             |        |          |
| Paul Y-ITC Construction Holdings, Inc.*  | 50,000 | 7,751    |
| Building & Construction                  |        |          |
| Sing Tao Holdings, Ltd.                  | 20,000 | 13,047   |
| Printing, Publishing & Broadcasting      |        | 148,135  |
| INDIA-0.0%                               |        |          |
| Gujarat Narmada Vy Fertilizers (GDR) (a) | 1,000  | 8,908    |
| Basic material                           |        |          |
| Shiram Indl. Enterprises, Ltd.*          | 2,400  | 21,600   |
| Food                                     |        |          |

|  |     |        |
|--|-----|--------|
| Shiram Indl. Enterprises, Ltd.<br>warrants expiring 4/01/96*<br>Food | 800 | 200    |
|  |     | 30,708 |

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ALLIANCE GROWTH INVESTORS FUND

| COMPANY   | SHARES | VALUE    |
|---|--------|----------|
| IRELAND-0.2%  |        |          |
| Allied Irish Bank<br>Banks  | 7,082  | \$32,796 |
| Aran Energy<br>Energy   | 50,000 | 36,007   |
| Crean James<br>Food   | 5,000  | 18,785   |
| Heiton Holdings Plc. ord.<br>Building & Construction              | 23,571 | 25,989   |
| Irish Continental Group<br>Trucking & Shipping                    | 4,500  | 28,299   |
| Ryan Hotels Plc<br>Food Services & Lodging                        | 50,000 | 22,460   |
|   |        | 164,336  |
| ITALY-0.1%  |        |          |
| Industrie Natuzzi S.p.A., (ADS)<br>Household Products             | 1,000  | 37,375   |
| La Rinascente S.p.A<br>Retail-General                             | 3,000  | 16,612   |
| Stet Societa Finanziaria<br>Telfonica S.p.A.<br>Utility-Telephone | 6,000  | 17,104   |
|   |        | 71,091   |
| JAPAN-2.5%  |        |          |
| Akita Bank<br>Banks   | 3,150  | 27,176   |
| Asahi Diamond Industria<br>Machinery                              | 2,000  | 29,749   |
| Bunkyodo Co.<br>Retail - General                                  | 300    | 10,353   |
| Canon, Inc.<br>Office Equipment                                   | 3,000  | 49,622   |
| Chodai Co.<br>Building & Construction                             | 1,000  | 34,509   |
| Chuoh Pack Ind. Co., Ltd.<br>Paper                                | 1,000  | 7,378    |
| Daiichi Corp.<br>Retail - General                                 | 1,200  | 26,703   |
| Daikin Manufacturing Co.<br>Auto Related                          | 1,000  | 17,374   |
| Dainippon Ink & Chemical, Inc.<br>Chemicals                       | 2,000  | \$9,996  |
| DDI Corp.<br>Telecommunications                                   | 5      | 44,029   |
| Denki Kagaku Kogyo<br>Chemicals                                   | 5,000  | 23,145   |
| Eiden Sakakiya Co.<br>Conglomerates                               | 1,000  | 13,566   |
| Eyeful Home Technology<br>Building & Construction                 | 1,000  | 18,564   |
| Familymart Co.<br>Business Services                               | 300    | 14,280   |
| Fuji Electronics  | 1,000  | 24,514   |

|                         |       |        |
|-------------------------|-------|--------|
| Electronics             |       |        |
| Fukuda Corp.            | 1,000 | 9,972  |
| Building & Construction |       |        |
| Hachijuni Bank          | 1,000 | 12,733 |
| Banks                   |       |        |
| Hitachi Metals, Ltd.    | 4,000 | 48,551 |
| Soaps & Toiletries      |       |        |
| Innotech Corp.          | 300   | 9,996  |
| Electronics             |       |        |
| Ishiguro Homa Corp.     | 1,000 | 19,040 |
| Retail - General        |       |        |
| Kaneshita Construction  | 2,000 | 29,036 |
| Building & Construction |       |        |
| Kawasaki Kisen          | 1,000 | 3,582  |
| Trucking & Shipping     |       |        |
| Kawasaki Steel Co.*     | 2,000 | 8,092  |
| Steel                   |       |        |
| Keihanshin Real Estate  | 2,000 | 16,089 |
| Real Estate             |       |        |
| Keyence Corp.           | 400   | 42,649 |
| Machinery               |       |        |
| Kinden Corp.            | 1,000 | 19,873 |
| Building & Construction |       |        |
| Koa Fire & Marine       | 8,000 | 53,597 |
| International           |       |        |
| Mabuchi Motor Co.       | 500   | 33,022 |
| Auto Related            |       |        |
| Matsuyadenki Co.        | 1,000 | 10,948 |
| Retail - General        |       |        |

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PORTFOLIO OF INVESTMENTS (CONTINUED)

ALLIANCE GROWTH INVESTORS FUND

|                                      |       |          |
|--------------------------------------|-------|----------|
| Minebea Co., Ltd.                    | 2,000 | \$14,827 |
| Auto Related                         |       |          |
| Ministop Co.                         | 1,000 | 22,015   |
| Miscellaneous                        |       |          |
| Mitsubishi Bank                      | 1,000 | 24,514   |
| Banks                                |       |          |
| Mitsubishi Motors Corp.              | 2,000 | 18,587   |
| Auto & Trucks                        |       |          |
| Mitsui Petrochemical Ind.            | 2,000 | 18,944   |
| Chemicals                            |       |          |
| Murata Mfg Co., Ltd.                 | 1,000 | 40,221   |
| Electronics                          |       |          |
| Namura Shipbuilding                  | 1,000 | 5,950    |
| Industrial Machinery                 |       |          |
| National House Industrial            | 1,000 | 20,468   |
| Building & Construction              |       |          |
| New Oji Paper Co., Ltd.*             | 4,000 | 44,743   |
| Paper                                |       |          |
| Nichiha Corp.                        | 1,000 | 18,921   |
| Building Materials & Forest Products |       |          |
| Nikon Corp.                          | 1,000 | 8,520    |
| Electronics                          |       |          |
| Nippon Electric Glass                | 1,100 | 19,504   |
| Industrial Machinery                 |       |          |
| Nippon Sanso Corp.                   | 7,000 | 37,068   |
| Chemicals                            |       |          |
| Nippon Steel Corp.                   | 2,000 | 7,949    |
| Steel                                |       |          |
| Nippon Yakin Kogyo                   | 1,000 | 5,831    |
| Soaps & Toiletries                   |       |          |

|                                     |       |          |
|-------------------------------------|-------|----------|
| Noritz Corp.                        | 2,000 | 40,697   |
| Household Furniture & Appliances    |       |          |
| Omron Corp.                         | 1,000 | 19,635   |
| Electrical Equipment                |       |          |
| Oriental Construction               | 1,000 | 20,706   |
| Building & Related                  |       |          |
| P S Corp.                           | 1,300 | 25,680   |
| Building & Construction             |       |          |
| Promise Co.                         | 200   | 8,734    |
| Miscellaneous                       |       |          |
| Ricoh Elemex Corp.                  | 1,000 | \$13,090 |
| Office Equipment                    |       |          |
| Rohm Co.                            | 1,000 | 46,290   |
| Electric                            |       |          |
| Santen Pharmaceutical Co.           | 1,100 | 27,881   |
| Hospital Supplies & Services        |       |          |
| Sato Corp.                          | 1,110 | 22,983   |
| Retail - General                    |       |          |
| Sekichu Company                     | 1,000 | 17,850   |
| Retail - General                    |       |          |
| Sekisui Chemical Co.                | 2,000 | 24,990   |
| Chemicals                           |       |          |
| Sharp Corp.                         | 1,000 | 16,422   |
| Household Furniture & Appliances    |       |          |
| Showa Shell Sekiyu                  | 1,000 | 12,733   |
| Miscellaneous                       |       |          |
| SMC Corp.                           | 600   | 31,772   |
| Industrial Machinery                |       |          |
| Sotoh Co.                           | 1,000 | 15,470   |
| Apparel & Textile                   |       |          |
| Takara Shuzo Co.                    | 1,000 | 8,175    |
| Food, Beverages & Tobacco           |       |          |
| Takeda Chemical Industries          | 1,000 | 13,328   |
| Chemicals                           |       |          |
| TDK Corp.                           | 1,000 | 45,695   |
| Electronics                         |       |          |
| Toda Corp.                          | 2,000 | 21,420   |
| Building & Construction             |       |          |
| Toho Bank                           | 4,000 | 31,891   |
| Banks                               |       |          |
| Tokyo Broadcasting                  | 3,000 | 48,194   |
| Broadcasting                        |       |          |
| Tokyo Electron, Ltd.                | 1,000 | 31,177   |
| Electronics                         |       |          |
| Tokyo Ohka Kogyo                    | 1,000 | 31,177   |
| Electronics                         |       |          |
| Toppan Printing Co., Ltd.           | 3,000 | 43,553   |
| Printing, Publishing & Broadcasting |       |          |
| Wesco Investments, Ltd.             | 1,200 | 36,413   |
| Building & Construction             |       |          |

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ALLIANCE GROWTH INVESTORS FUND

| COMPANY                      | SHARES | VALUE     |
|------------------------------|--------|-----------|
| Xebio Co.                    | 300    | \$10,567  |
| Retail - General             |        |           |
| Yamanouchi Pharmaceutical    | 2,000  | 44,981    |
| Hospital Supplies & Services |        |           |
| York Benimaru Co.            | 1,000  | 39,507    |
| Household Products           |        |           |
|                              |        | 1,727,211 |

|                                      |        |          |
|--------------------------------------|--------|----------|
| KOREA-0.0%                           |        |          |
| Yukong, Ltd.*(a)                     | 700    | 7,350    |
| Oil - International                  |        |          |
| MALAYSIA-0.1%                        |        |          |
| C.I. Holdings Berhad                 | 4,000  | 14,401   |
| Building Materials & Forest Products |        |          |
| Hock Hua Bank Berhad                 | 5,000  | 14,260   |
| Banks                                |        |          |
| Kim Hin Ind. Berhad                  | 750    | 191      |
| Building & Construction              |        |          |
| Malaysian Assurance                  | 15,000 | 48,847   |
| Insurance                            |        |          |
|                                      |        | 77,699   |
| MEXICO-0.0%                          |        |          |
| Grupo Finance Delaware Norte         | 4,000  | 5,178    |
| Banks                                |        |          |
| Grupo Industrial Durango             |        |          |
| S.A. de C V (ADR)*                   | 2,000  | 16,000   |
| Forest Products                      |        |          |
|                                      |        | 21,178   |
| NETHERLANDS-0.4%                     |        |          |
| AKZO N.V.                            | 300    | 34,792   |
| Chemicals                            |        |          |
| Asm Lithography Hl                   | 1,100  | 30,475   |
| Electronics                          |        |          |
| KLM                                  | 1,500  | 45,616   |
| Auto & Trucks                        |        |          |
| Kon Ptt Nederland (a)                | 2,000  | 69,712   |
| Utility - Telephone                  |        |          |
| Polygram N.V.                        | 500    | 28,220   |
| Leisure Related                      |        |          |
| Ver Ned Uitgevers                    | 300    | \$33,554 |
| Printing, Publishing & Broadcasting  |        |          |
| Wolters Kluwer N.V.                  | 300    | 24,412   |
| Printing, Publishing & Broadcasting  |        |          |
|                                      |        | 266,781  |
| NORWAY-0.1%                          |        |          |
| Norsk Hydro AS                       | 500    | 20,345   |
| Oil - International                  |        |          |
| Tomra Systems AS                     | 12,000 | 44,109   |
| Environmental Control                |        |          |
| Western Bulk Shipping AS             | 2,500  | 12,239   |
| Trucking & Shipping                  |        |          |
| Wilrig AS                            | 2,000  | 15,570   |
| Transportation                       |        |          |
|                                      |        | 92,263   |
| PHILIPPINES-0.0%                     |        |          |
| Banco Latinoamericano De Exp         | 1,000  | 31,000   |
| Banks                                |        |          |
| SINGAPORE-0.1%                       |        |          |
| Elec. & Eltek Int'l Co., Ltd.        | 5,000  | 6,400    |
| Electronics                          |        |          |
| Hong Leong Finance, Ltd.             | 5,000  | 15,859   |
| Financial Services                   |        |          |
| Keppel Corp.. Ltd.                   | 2,000  | 16,218   |
| Machinery                            |        |          |
| Overseas Union Bank, Ltd.            | 2,600  | 15,020   |
| Banks                                |        |          |
|                                      |        | 53,497   |



|  |       |        |
|--|-------|--------|
| SPAIN-0.3%   |       |        |
| Acerinox S.A.<br>Mining & Metals                       | 210   | 24,049 |
| Banco Popular Espanol<br>Banks                         | 200   | 27,322 |
| Centros Comerciales Continente S.A.*<br>Retail-General | 2,000 | 35,411 |
| Corporacion Mapfre<br>International                    | 1,000 | 43,858 |

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PORTFOLIO OF INVESTMENTS (CONTINUED) ALLIANCE GROWTH INVESTORS FUND

| COMPANY  | SHARES | VALUE    |
|--|--------|----------|
| Repsol S.A.<br>Miscellaneous                   | 1,000  | \$31,837 |
| Telefonica de Espana<br>Utility - Telephone    | 1,000  | 12,223   |
| Viscofan Envolturas Celulosi<br>Foods          | 1,000  | 13,198   |
|  |        | 187,898  |
| SWEDEN-0.2%                                    |        |          |
| Astra Corp. Series A<br>Drugs                  | 1,000  | 29,180   |
| Autoliv AB (ADR)* (a)<br>Auto Related          | 700    | 31,456   |
| Electrolux AB<br>Household Products            | 500    | 25,532   |
| Kalmar Industries AB* (a)<br>Machinery         | 2,000  | 27,390   |
| SSAB Svenskt Stal AB-B Free<br>Mining & Metals | 500    | 22,023   |
| Volvo AB<br>Auto & Trucks                      | 1,000  | 18,788   |
|  |        | 154,369  |
| SWITZERLAND-0.1%                               |        |          |
| BBC Brown Boveri AG<br>Miscellaneous           | 25     | 24,664   |
| Schweizerischer Bankverein<br>Banks            | 30     | 9,866    |
|  |        | 34,530   |
| TAIWAN-0.0%                                    |        |          |
| Taiwan Fund, Inc.<br>Mutual Fund-Diversified   | 800    | 17,200   |
| UNITED KINGDOM-0.4%                            |        |          |
| British Steel N.E.<br>Mining & Metals          | 5,000  | 13,598   |
| Chloride Group Plc.*<br>Building & Related     | 40,000 | 12,552   |

| COMPANY          | SHARES OR<br>PRINCIPAL<br>AMOUNT<br>(000) | VALUE    |
|------------------|---|----------|
| Filtronic Comtek | 20,000                                    | \$78,854 |

|   |        |            |
|---|--------|------------|
| Telecommunications                      |        |            |
| Hanson PLC                              | 10,000 | 38,059     |
| Conglomerates                           |        |            |
| Johnson Matthey Plc.                    | 1,000  | 8,779      |
| Mining & Metals                         |        |            |
| Powerscreen International               | 7,000  | 31,542     |
| Environmental Control                   |        |            |
| Tate & Lyle                             | 5,000  | 34,841     |
| Food                                    |        |            |
| United Newspapers Plc.                  | 2,068  | 16,474     |
| Printing, Publishing & Broadcasting     |        |            |
| WPP Group                               | 15,000 | 26,794     |
| Professional Services                   |        |            |
| Zeneca Group Plc.                       | 3,000  | 43,607     |
| Chemicals                               |        |            |
|   |        | 305,100    |
| Total Foreign Investments               |        |            |
| (cost \$4,693,766)                      |        | 4,823,779  |
| Total Common Stocks & Other Investments |        |            |
| (cost \$39,063,635)                     |        | 42,504,717 |

LONG TERM DEBT SECURITIES-29.8%

BASIC MATERIALS-0.9%

|                          |        |         |
|--------------------------|--------|---------|
| Georgia Pacific          |        |         |
| 8.25%, 3/01/23           | \$ 675 | 650,207 |
| CREDIT SENSITIVE-0.7%    |        |         |
| General Instrument Corp. |        |         |
| 5.00%, 6/15/00           | 300    | 447,375 |
| MISCELLANEOUS-0.9%       |        |         |
| Boskalis Westminster     |        |         |
| 5.25%, 6/01/00           | 80     | 45,873  |
| Italy (Republic of)      |        |         |
| 6.875%, 9/27/23          | 700    | 576,793 |
|                          |        | 622,666 |

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ALLIANCE GROWTH INVESTORS FUND

| COMPANY                                  | PRINCIPAL<br>AMOUNT<br>(000) | VALUE       |
|--|------------------------------|-------------|
| -----                                    |                              |             |
| MORTGAGE BACKED SECURITIES-6.4%          |                              |             |
| Federal National Mortgage Association    |                              |             |
| 8.00%, 4/01/25                           | \$2,348                      | \$2,342,000 |
| Government National Mortgage Association |                              |             |
| 7.00%, 12/15/23                          | 807                          | 763,490     |
| 7.00%, 4/15/25                           | 1,428                        | 1,351,688   |
|  |                              | 4,457,178   |
| RETAIL-0.7%                              |                              |             |
| Lowe's Cos., Inc.                        |                              |             |
| 3.00%, 7/22/03                           | 360                          | 468,450     |
| US GOVERNMENT-20.2%                      |                              |             |
| U.S. Treasury Bonds                      |                              |             |
| 7.50%, 11/15/24                          | 1,690                        | 1,712,714   |
| 7.625%, 2/15/25                          | 425                          | 439,412     |
| U.S. Treasury Notes                      |                              |             |
| 7.125%, 9/30/99                          | 2,170                        | 2,190,680   |
| 7.25%, 2/15/98                           | 3,650                        | 3,700,187   |
| 7.50%, 2/15/05                           | 2,400                        | 2,473,872   |
| 7.75%, 12/31/99                          | 2,200                        | 2,274,250   |

7.875%, 11/15/04

1,250

1,318,363

14,109,478

| COMPANY  | SHARES OR<br>PRINCIPAL<br>AMOUNT<br>(000) | VALUE        |
|--|---|--------------|
| -----  |   |              |
| Total Long Term Debt Securities<br>(cost \$20,503,891)           |   | \$20,755,354 |
| SHORT-TERM DEBT SECURITIES-9.2%                                  |   |              |
| Federal Home Loan Mortgage Corp.<br>6.00%, 6/15/95               | \$ 250                                    | 248,125      |
| 5.85%, 5/02/95   | 6,200                                     | 6,199,328    |
| Total Short-Term Debt Securities<br>(amortized cost \$6,447,453) |   | 6,447,453    |
| INVESTMENT IN AFFILIATED ISSUERS-0.1%                            |   |              |
| FRANCE-0.1%  |   |              |
| Axa<br>Insurance<br>(cost \$49,921)                              | 1,000                                     | 52,747       |
| TOTAL INVESTMENTS-100.0%<br>(cost \$66,064,900)                  |   | 69,760,271   |
| Other assets less<br>liabilities-0.0%                            |   | 2,732        |
| NET ASSETS-100%  |   | \$69,763,003 |

\* Non-income producing.

(a) Securities are exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At April 30, 1995, these securities amounted to \$198,140 or 0.3% of net assets.

Glossary of Terms:

ADR - American Depository Receipt  
ADS - American Depository Security  
GDR - Global Depository Receipt

See notes to financial statements.

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PORTFOLIO OF INVESTMENTS  
APRIL 30, 1995

ALLIANCE CONSERVATIVE INVESTORS FUND

| COMPANY                                 | SHARES | VALUE     |
|---|--------|-----------|
| -----                                   |        |           |
| COMMON STOCKS & OTHER INVESTMENTS-16.1% |        |           |
| CONSUMER NONCYCLICALS-4.9%              |        |           |
| BEVERAGES-0.6%                          |        |           |
| Coca-Cola Co.                           | 5,000  | \$290,625 |
| DRUGS-0.9%                              |        |           |
| Merck & Co., Inc.                       | 4,000  | 171,500   |
| Pfizer, Inc.                            | 3,000  | 259,875   |
|   |        | 431,375   |
| ENTERTAINMENT & LEISURE-0.2%            |        |           |
| Walt Disney Co.                         | 2,000  | 110,750   |

|                                    |        |           |
|------------------------------------|--------|-----------|
| FOOD-0.5%                          |        |           |
| IBP, Inc.                          | 7,000  | 259,000   |
| HOSPITAL SUPPLIES & SERVICES-1.0%  |        |           |
| Columbia HCA Healthcare Corp.      | 1,000  | 42,000    |
| Medtronic, Inc.                    | 4,000  | 297,500   |
| Schering-Plough Corp.              | 1,000  | 75,375    |
| U.S. Healthcare, Inc.              | 1,400  | 37,275    |
| United Healthcare Corp.            | 2,200  | 79,750    |
|                                    |        | 531,900   |
| SOAPS & TOILETRIES-0.6%            |        |           |
| Gillette Co.                       | 4,000  | 328,000   |
| TOBACCO-1.1%                       |        |           |
| Philip Morris Cos., Inc.           | 6,000  | 406,500   |
| UST, Inc.                          | 5,000  | 140,625   |
|                                    |        | 547,125   |
|                                    |        | 2,498,775 |
| CREDIT SENSITIVE-3.8%              |        |           |
| BANKS-1.3%                         |        |           |
| Bank of New York Co., Inc.         | 15,000 | 493,125   |
| Citicorp                           | 2,000  | 92,750    |
| First Bank System, Inc.            | 2,000  | 81,000    |
|                                    |        | 666,875   |
| FINANCIAL SERVICES-0.3%            |        |           |
| American Express Co.               | 4,000  | \$139,000 |
| Dean Witter, Discover & Co.        | 200    | 8,475     |
|                                    |        | 147,475   |
| INSURANCE-1.3%                     |        |           |
| AFLAC, Inc.                        | 10,000 | 412,500   |
| American International Group, Inc. | 1,000  | 106,750   |
| General Reinsurance Corp.          | 1,000  | 127,375   |
|                                    |        | 646,625   |
| UTILITY - TELEPHONE-0.9%           |        |           |
| Ameritech Corp.                    | 6,000  | 270,000   |
| AT & T Corp.                       | 4,000  | 203,000   |
|                                    |        | 473,000   |
|                                    |        | 1,933,975 |
| BASIC MATERIALS-1.7%               |        |           |
| ALUMINUM-0.3%                      |        |           |
| Aluminum Co. of America            | 4,000  | 179,500   |
| CHEMICALS-0.9%                     |        |           |
| Hercules, Inc.                     | 6,000  | 299,250   |
| Morton International, Inc.         | 4,000  | 124,000   |
| Union Carbide Corp.                | 1,000  | 32,000    |
|                                    |        | 455,250   |
| PAPER-0.5%                         |        |           |
| International Paper Co.            | 3,000  | 231,000   |
|                                    |        | 865,750   |
| ENERGY-1.4%                        |        |           |
| OIL-0.8%                           |        |           |
| Amoco Corp.                        | 1,000  | 65,625    |
| Mobil Corp.                        | 2,000  | 189,750   |
| Phillips Petroleum Co.             | 5,000  | 175,000   |
|                                    |        | 430,375   |
| RAILROADS-0.1%                     |        |           |
| Conrail, Inc.                      | 1,000  | 54,625    |
| UTILITY - GAS-0.5%                 |        |           |
| Enron Corp.                        | 5,000  | 170,000   |

## ALLIANCE CONSERVATIVE INVESTORS FUND

| COMPANY                                  | SHARES | VALUE    |
|--|--------|----------|
| NIPSCO Industries, Inc.                  | 2,000  | \$64,500 |
|  |        | 234,500  |
|  |        | 719,500  |
| CAPITAL GOODS-1.3%                       |        |          |
| ELECTRICAL-1.0%                          |        |          |
| General Electric Co.                     | 9,000  | 504,000  |
| MACHINERY-0.3%                           |        |          |
| Deere & Co.                              | 2,000  | 164,000  |
|  |        | 668,000  |
| CONSUMER CYCLICALS-1.2%                  |        |          |
| AUTO & TRUCKS-0.2%                       |        |          |
| General Motors Corp. Cl.E                | 1,000  | 43,250   |
| Magna International, Inc.                | 1,000  | 34,625   |
|  |        | 77,875   |
| PHOTO & OPTICAL-0.2%                     |        |          |
| Eastman Kodak Co.                        | 2,000  | 115,000  |
| RESTAURANTS & LODGING-0.3%               |        |          |
| McDonald's Corp.                         | 4,000  | 140,000  |
| Wendy's International, Inc.              | 2,000  | 34,000   |
|  |        | 174,000  |
| RETAIL - GENERAL-0.5%                    |        |          |
| Gap, Inc.                                | 2,000  | 63,750   |
| Hasbro, Inc.                             | 2,000  | 63,500   |
| May Department Stores Co.                | 4,000  | 145,000  |
|  |        | 272,250  |
|  |        | 639,125  |
| BUSINESS SERVICES-0.8%                   |        |          |
| ENVIRONMENTAL CONTROL-0.1%               |        |          |
| Browning Ferris Industries, Inc.         | 2,000  | 66,000   |
| PRINTING, PUBLISHING & BROADCASTING-0.4% |        |          |
| Capital Cities ABC, Inc.                 | 2,000  | 169,000  |
| PROFESSIONAL SERVICES-0.3%               |        |          |
| Reynolds & Reynolds Co.                  | 6,000  | 159,000  |
|  |        | 394,000  |

| COMPANY   | SHARES OR<br>PRINCIPAL<br>AMOUNT<br>(000) | VALUE     |
|---|---|-----------|
| TECHNOLOGY-0.8%   |   |           |
| COMPAQ Computer Corp.   | 1,000                                     | \$38,000  |
| Molex, Inc.   | 4,000                                     | 152,000   |
| Motorola, Inc.  | 4,000                                     | 227,500   |
|   |   | 417,500   |
| DIVERSIFIED-0.2%  |   |           |
| Allied Signal, Inc.   | 2,000                                     | 79,250    |
| Total Common Stocks & Other Investments<br>(cost \$7,368,404) |   | 8,215,875 |

|                                 |          |           |
|---------------------------------|----------|-----------|
| LONG-TERM DEBT SECURITIES-76.5% |          |           |
| CREDIT SENSITIVE-10.2%          |          |           |
| General Motors Acceptance Corp. |          |           |
| 1.00%, 10/15/02                 | \$ 1,300 | 1,366,703 |
| Georgia Pacific Corp.           |          |           |
| 8.25%, 3/01/23                  | 1,300    | 1,252,251 |
| Italy (Republic of)             |          |           |
| 6.875%, 9/27/23                 | 1,300    | 1,071,187 |
| Premier Auto Trust              |          |           |
| 7.15%, 2/04/99                  | 1,500    | 1,498,594 |
|                                 |          | 5,188,735 |

|  |       |           |
|--|-------|-----------|
| MORTGAGE BACKED SECURITIES-15.5%         |       |           |
| Federal National Mortgage Association    |       |           |
| 8.00%, 4/01/25                           | 1,272 | 1,268,583 |
| Government National Mortgage Association |       |           |
| 7.00%, 4/15/23                           | 266   | 251,485   |
| 7.00%, 6/15/23                           | 281   | 265,550   |
| 7.00%, 2/15/24                           | 2,455 | 2,324,090 |
| 7.00%, 4/15/25                           | 2,142 | 2,027,531 |
| 7.50%, 11/15/23                          | 1,844 | 1,798,605 |
|  |       | 7,935,844 |

|                       |       |           |
|-----------------------|-------|-----------|
| U.S. GOVERNMENT-50.8% |       |           |
| U.S. Treasury Bonds   |       |           |
| 7.50%, 11/15/24       | 2,290 | 2,320,778 |
| 7.625%, 2/15/25       | 2,150 | 2,222,907 |

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|                                      |                                      |              |
|--------------------------------------|--------------------------------------|--------------|
| PORTFOLIO OF INVESTMENTS (CONTINUED) | ALLIANCE CONSERVATIVE INVESTORS FUND |              |
| -----                                |                                      |              |
|                                      | PRINCIPAL                            |              |
|                                      | AMOUNT                               |              |
| COMPANY                              | (000)                                | VALUE        |
| -----                                |                                      |              |
| U.S. Treasury Notes                  |                                      |              |
| 7.125%, 9/30/99                      | \$ 3,100                             | \$3,129,543  |
| 7.25%, 2/15/98                       | 6,400                                | 6,488,000    |
| 7.50%, 2/15/05                       | 1,900                                | 1,958,482    |
| 7.75%, 12/31/99                      | 7,850                                | 8,114,937    |
| 7.875%, 11/15/04                     | 1,600                                | 1,687,504    |
|                                      |                                      | 25,922,151   |
| Total Long-Term Debt Securities      |                                      |              |
| (cost \$38,673,950)                  |                                      | 39,046,730   |
|                                      |                                      |              |
| SHORT-TERM DEBT SECURITIES-6.4%      |                                      |              |
| Federal Home Loan Mortgage Corp.     |                                      |              |
| 5.85%, 5/01/95                       |                                      |              |
| (amortized cost \$3,300,000)         | \$ 3,300                             | \$3,300,000  |
|                                      |                                      |              |
| TOTAL INVESTMENTS-99.0%              |                                      |              |
| (cost \$49,342,354)                  |                                      | 50,562,605   |
| Other assets less liabilities-1.0%   |                                      | 503,477      |
| NET ASSETS-100%                      |                                      | \$51,066,082 |

See notes to financial statements.

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|                                      |                               |
|--------------------------------------|-------------------------------|
| STATEMENTS OF ASSETS AND LIABILITIES | ALLIANCE GROWTH INVESTORS AND |
| APRIL 30, 1995                       | CONSERVATIVE INVESTORS FUNDS  |

|  | GROWTH<br>INVESTORS<br>FUND | CONSERVATIVE<br>INVESTORS<br>FUND |
|--|-----------------------------|-----------------------------------|
|  | -----                       | -----                             |
| <b>ASSETS</b>  |                             |                                   |
| Investments in securities, at value (cost<br>\$66,064,900 and \$49,342,354, respectively)  | \$69,760,271                | \$50,562,605                      |
| Cash   | -0-                         | 57,452                            |
| Receivable for investment securities and<br>foreign currency sold  | 2,311,201                   | 1,167,574                         |
| Interest and dividends receivable  | 382,880                     | 618,292                           |
| Receivable for shares of beneficial interest sold  | 137,454                     | 29,285                            |
| Receivable due from Adviser  | 56,927                      | 7,819                             |
| Deferred organization expenses   | 19,500                      | 19,500                            |
| <b>Total assets</b>  | <b>72,668,233</b>           | <b>52,462,527</b>                 |
| <b>LIABILITIES</b>   |                             |                                   |
| Due to custodian   | 17,959                      | -0-                               |
| Payable for investment securities and<br>foreign currency purchased  | 2,684,029                   | 1,260,321                         |
| Distribution fee payable   | 44,201                      | 30,910                            |
| Payable for shares of beneficial interest redeemed   | 43,264                      | 13,783                            |
| Accrued expenses   | 115,777                     | 91,431                            |
| <b>Total liabilities</b>   | <b>2,905,230</b>            | <b>1,396,445</b>                  |
| <b>NET ASSETS</b>  | <b>\$69,763,003</b>         | <b>\$51,066,082</b>               |
| <b>COMPOSITION OF NET ASSETS</b>   |                             |                                   |
| Shares of beneficial interest, at par  | \$58                        | \$49                              |
| Additional paid-in capital   | 67,071,359                  | 53,045,931                        |
| Undistributed net investment income  | 593,778                     | 498,475                           |
| Accumulated net realized loss on investments and<br>foreign currency transactions  | (1,597,594)                 | (3,698,418)                       |
| Net unrealized appreciation of investments and<br>other assets less liabilities  | 3,695,402                   | 1,220,045                         |
|  | <b>\$69,763,003</b>         | <b>\$51,066,082</b>               |
| <b>CALCULATION OF MAXIMUM OFFERING PRICE</b>   |                             |                                   |
| <b>CLASS A SHARES</b>  |                             |                                   |
| Net asset value and redemption price per share<br>(\$22,188,537/1,837,412 and \$16,104,549 / 1,551,155<br>shares of beneficial interest issued and outstanding,<br>respectively)       | \$12.08                     | \$10.38                           |
| Sales charge-4.25% of public offering price  | .54                         | .46                               |
| <b>Maximum offering price</b>  | <b>\$12.62</b>              | <b>\$10.84</b>                    |
| <b>CLASS B SHARES</b>  |                             |                                   |
| Net asset value and offering price per share (\$43,327,596/<br>3,584,279 and \$30,542,458 / 2,905,089 shares of beneficial<br>interest issued and outstanding, respectively)           | \$12.09                     | \$10.51                           |
| <b>CLASS C SHARES</b>  |                             |                                   |
| Net asset value, redemption and offering price per share<br>(\$4,246,870 / 351,116 and \$4,419,075 / 420,130 shares<br>of beneficial interest issued and outstanding,<br>respectively) | \$12.10                     | \$10.52                           |

See notes to financial statements.

|   | GROWTH<br>INVESTORS<br>FUND | ONSERVATIVE<br>INVESTORS<br>FUND |
|---|-----------------------------|----------------------------------|
|   | -----                       | -----                            |
| INVESTMENT INCOME   |                             |                                  |
| Interest  | \$1,773,462                 | \$2,967,732                      |
| Dividends   | 531,825                     | 150,365                          |
| Total income  | 2,305,287                   | 3,118,097                        |
| EXPENSES  |                             |                                  |
| Advisory fee  | 464,336                     | 385,818                          |
| Distribution fee - Class A  | 58,355                      | 47,590                           |
| Distribution fee - Class B  | 385,615                     | 307,217                          |
| Distribution fee - Class C  | 38,982                      | 48,572                           |
| Custodian   | 159,361                     | 97,921                           |
| Transfer agency   | 140,054                     | 95,859                           |
| Audit and legal   | 89,198                      | 68,225                           |
| Registration  | 57,106                      | 60,125                           |
| Printing  | 46,913                      | 25,609                           |
| Trustees' fees  | 27,000                      | 27,000                           |
| Amortization of organization expenses   | 10,950                      | 10,950                           |
| Miscellaneous   | 36,558                      | 12,010                           |
| Total expenses  | 1,514,428                   | 1,186,896                        |
| Less: expenses waived and assumed by adviser<br>(See Note B)                                    | (350,235)                   | (217,650)                        |
| Net expenses  | 1,164,193                   | 969,246                          |
| Net investment income   | 1,141,094                   | 2,148,851                        |
| REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS<br>AND FOREIGN CURRENCY                      |                             |                                  |
| Net realized loss on investments and<br>options transactions                                    | (1,748,900)                 | (3,216,833)                      |
| Net realized gain on foreign currency transactions  | 69,737                      | -0-                              |
| Net change in unrealized depreciation of investments  | 3,951,748                   | 3,119,273                        |
| Net change in unrealized depreciation of foreign<br>currency denominated assets and liabilities | 10,287                      | -0-                              |
| Net gain (loss) on investments  | 2,282,872                   | (97,560)                         |
| NET INCREASE IN NET ASSETS FROM OPERATIONS  | \$3,423,966                 | \$2,051,291                      |

See notes to financial statements.

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STATEMENTS OF CHANGES IN NET ASSETS ALLIANCE GROWTH INVESTORS AND  
CONSERVATIVE INVESTORS FUNDS

|  | GROWTH INVESTORS FUND           |                                 | CONSERVATIVE INVESTORS FUND     |                                 |
|--|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
|  | YEAR ENDED<br>APRIL 30,<br>1995 | YEAR ENDED<br>APRIL 30,<br>1994 | YEAR ENDED<br>APRIL 30,<br>1995 | YEAR ENDED<br>APRIL 30,<br>1994 |
|  | -----                           | -----                           | -----                           | -----                           |
| INCREASE (DECREASE) IN NET<br>ASSETS FROM OPERATIONS                               |                                 |                                 |                                 |                                 |
| Net investment income  | \$1,141,094                     | \$313,765                       | \$2,148,851                     | \$929,682                       |
| Net realized gain<br>(loss) on investments<br>and foreign currency<br>transactions | (1,679,163)                     | 121,229                         | (3,216,833)                     | (47,183)                        |
| Net change in unrealized<br>appreciation(depreciation)<br>of investments and       |                                 |                                 |                                 |                                 |



|   |              |              |              |              |
|---|--------------|--------------|--------------|--------------|
| foreign currency<br>denominated assets<br>and liabilities   | 3,962,035    | (702,808)    | 3,119,273    | (2,208,179)  |
| Net increase (decrease)<br>in net assets from<br>operations   | 3,423,966    | (267,814)    | 2,051,291    | (1,325,680)  |
| DIVIDENDS AND DISTRIBUTIONS<br>TO SHAREHOLDERS FROM:  |              |              |              |              |
| Net investment income   |              |              |              |              |
| Class A   | (254,436)    | (72,572)     | (685,964)    | (289,744)    |
| Class B   | (345,858)    | (80,463)     | (1,045,681)  | (387,379)    |
| Class C   | (35,052)     | (4,770)      | (168,380)    | (32,066)     |
| Net realized gain<br>on investments   |              |              |              |              |
| Class A   | (22,749)     | (74,093)     | -0-          | (184,501)    |
| Class B   | (46,345)     | (159,336)    | -0-          | (334,032)    |
| Class C   | (4,697)      | (3,179)      | -0-          | (23,205)     |
| TRANSACTIONS IN SHARES OF<br>BENEFICIAL INTEREST  |              |              |              |              |
| Net increase  | 16,138,284   | 40,069,758   | 1,247,586    | 37,695,255   |
| Total increase  | 18,853,113   | 39,407,531   | 1,398,852    | 35,118,648   |
| NET ASSETS  |              |              |              |              |
| Beginning of year   | 50,909,890   | 11,502,359   | 49,667,230   | 14,548,582   |
| End of year (including<br>undistributed net<br>investment income of<br>\$593,778, \$168,135,<br>\$498,475 and \$249,649,<br>respectively) | \$69,763,003 | \$50,909,890 | \$51,066,082 | \$49,667,230 |

See notes to financial statements.

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NOTES TO FINANCIAL STATEMENTS  
APRIL 30, 1995

ALLIANCE GROWTH INVESTORS AND  
CONSERVATIVE INVESTORS FUNDS

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NOTE A: SIGNIFICANT ACCOUNTING POLICIES

Alliance Growth Investors Fund and Conservative Investors Fund (the 'Funds'), two series of The Alliance Portfolios (the 'Trust'), are registered under the Investment Company Act of 1940, as diversified, open-end investment companies. Prior to August 2, 1993, the Trust was known as The Equitable Funds, and the Funds were known as The Equitable Growth Investors Fund and Conservative Investors Fund. Prior to August 2, 1993, each Fund offered two classes of shares Class A and Class B. On August 2, 1993, the Board of Trustees approved the creation of a third class of shares, Class C Shares. The Funds offer Class A, Class B and Class C shares. Class A shares are sold with a front-end sales charge of up to 4.25%. Class B shares are sold with a contingent deferred sales charge which declines from 4% to zero depending on the period of time the shares are held. Shares purchased before August 2, 1993 and redeemed within six years of purchase are subject to different rates than shares purchased after that date. Class C shares are sold without an initial or contingent deferred sales charge. All three classes of shares have identical voting, dividend, liquidation and other rights, except that each class bears different distribution expenses and has exclusive voting rights with respect to its distribution plan. The following is a summary of significant accounting policies followed by the Funds.

1. SECURITY VALUATION

Portfolio securities traded on national securities exchanges are valued at the last sales price or, if no sale occurred, at the mean of the bid and asked price at the regular close of the New York Stock Exchange. Securities traded on the over-the-counter market are valued at the mean of the closing bid and asked price. Securities for which current market quotations are not readily available (including investments which are subject to limitations as to their sale) are

valued at their fair value as determined in good faith by the Board of Trustees. The Board of Trustees has further determined that the value of certain portfolio debt securities, other than temporary investments in short-term securities, be determined by reference to valuations obtained from a pricing service. Restricted securities are valued at fair value as determined by the Board of Trustees. Securities which mature in 60 days or less are valued at amortized cost, which approximates market value. The ability of issuers of debt securities held by the Funds to meet their obligations may be affected by economic developments in a specific industry or region.

## 2. CURRENCY TRANSLATION

Assets and liabilities denominated in foreign currencies are translated into U.S. dollars at the mean of the quoted bid and asked price of the respective currency against the U.S. dollar on the valuation date. Purchases and sales of portfolio securities are translated at the rates of exchange prevailing when such securities were acquired or sold. Income and expenses are translated at rates of exchange prevailing when earned or accrued.

Net realized gain on foreign currency transactions of \$69,737 for Growth Investors Fund, represents net foreign exchange gains and losses from holdings of foreign currencies, currency gains or losses realized between the trade and settlement dates on security transactions, and the difference between the amounts of dividends and foreign taxes recorded on the Fund's books and the U.S. dollar equivalent amounts actually received or paid. Net unrealized currency gains and losses from valuing foreign currency denominated assets and liabilities at fiscal year end exchange rates are reflected as a component of unrealized appreciation on investments and foreign currency denominated assets and liabilities.

## 3. ORGANIZATION EXPENSES

Organization expenses of approximately \$50,000 for each Fund have been deferred and are being amortized on a straight-line basis through May, 1997.

## 4. OPTION WRITING

When the Fund writes an option, an amount equal to the premium received by the Fund is recorded as a liability and is subsequently adjusted to the current market value of the option written. Premiums received from writing options which expire unexercised are recorded by the Funds on the expiration date as realized gains. The difference between the premium and the amount paid on effecting a closing purchase transaction, including brokerage commissions, is also treated as a realized gain, or if the premium is less than the amount paid for the closing purchase transaction, as a realized loss. If a call option is exercised, the premium is added to the proceeds from the sale in determining whether the Fund has realized a gain or loss. As a writer of options, the Fund bears

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## ALLIANCE GROWTH INVESTORS AND CONSERVATIVE INVESTORS FUNDS

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the risk of unfavorable changes in the price of the financial instruments underlying the options.

## 5. TAXES

It is the Fund's policy to meet the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute all of its investment company taxable income and net realized gains, if applicable, to shareholders. Therefore, no provisions for federal income or excise taxes are required.

## 6. INVESTMENT INCOME AND SECURITY TRANSACTIONS

Dividend income is recorded on the ex-dividend date. Interest income is accrued daily. Security transactions are accounted for on the date securities are purchased or sold. Security gains and losses are determined on the identified

cost basis. The Fund accretes discounts and amortizes premiums as adjustments to interest income.

#### 7. DIVIDENDS AND DISTRIBUTIONS

Dividends and distributions to shareholders are recorded on the ex-dividend date.

#### 8. INCOME AND EXPENSES

All income earned and expenses incurred by a Fund are borne on a pro-rata basis by each outstanding class of shares, based on the proportionate interest in the Fund represented by the shares of such Class, except that each Funds' Class B and Class C shares bear higher distribution and transfer agent fees. Expenses attributable to a single Fund are charged to that Fund. Expenses of the Trust are charged to each Fund in proportion to net assets.

#### NOTE B: ADVISORY FEE AND OTHER TRANSACTIONS WITH AFFILIATES

Prior to July 22, 1993 Equitable Capital Management Corporation (Equitable Capital) served as the investment adviser to the Trust. On July 22, 1993, Alliance Capital Management, L.P. (Alliance) acquired the business and substantially all of the assets of Equitable Capital and became the investment adviser to the Trust.

Under the terms of an investment advisory agreement, the Funds pays Alliance an advisory fee at an annual rate of .75% of the Fund's average daily net assets. Under the old agreement the fee charged was the same. Such a fee is accrued daily and paid monthly. The Investment Adviser has agreed, under the terms of the investment advisory agreement, to voluntarily waive its fees and bear certain expenses so that total expenses do not exceed on an annual basis 1.40%, 2.10% and 2.10% of average net assets, respectively, for the Class A, Class B and Class C shares. Prior to August 2, 1993, the annual rate for Class B shares was 2.15%. For the year ended April 30, 1995, such reimbursement amounted to \$350,235 and \$217,650 for the Growth Investors and Conservative Investors Fund, respectively. In addition to these voluntary arrangements, the Investment Adviser will reduce its compensation, to the extent that expenses of the Funds for any fiscal year (not including any distribution expenses paid by the Funds) exceed the lowest applicable expense limitation prescribed by any state in which the Fund's shares are qualified for sale. The Funds believe that the most restrictive expense ratio limitation imposed by any state in which the Funds has qualified its shares for sale is 2.5% of the first \$30 million of the Fund's average daily net assets, 2% of the next \$70 million of its average daily net assets and 1.5% of its average daily net assets in excess of \$100 million.

The Funds have a Services Agreement with Alliance Fund Services, Inc. (a wholly-owned subsidiary of the Adviser) to provide personnel and facilities to perform transfer agency services for the Funds. Compensation under this agreement amounted \$97,970 and \$58,940 for the Growth Investors and Conservative Investors Funds, respectively for the year ended April 30, 1995. Alliance Fund Distributors, Inc. (a wholly-owned subsidiary of the Adviser) serves as the Distributor of the Fund's shares. The Distributor received front-end sales charges of \$12,658 from the sale of Class A shares and \$111,820 in contingent deferred sales charges imposed upon redemptions by shareholders of Class B shares for the year ended April 30, 1995 for the Growth Investors Fund. The Distributor also received front-end sales charges of \$6,497 from the sale of Class A shares and \$131,358 in contingent deferred sales charges imposed upon redemptions by shareholders of Class B shares for the year ended April 30, 1995 for the Conservative Investors Fund.

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NOTES TO FINANCIAL STATEMENTS (CONTINUED)

ALLIANCE GROWTH INVESTORS AND  
CONSERVATIVE INVESTORS FUNDS

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Brokerage commissions paid on securities transactions for the year ended April 30, 1995 amounted to \$143,563 and \$3,758 for the Growth Investors and

Conservative Investors Funds, respectively, of which \$33 was paid to brokers utilizing the services of the Pershing Division of Donaldson, Lufkin & Jenrette Securities Corp. ('DLJ'), an affiliate of the Adviser, nor to DLJ directly. Trustees's fees and expenses payable included amounts owed to one of the Trustees under the deferred compensation plan.

#### NOTE C: DISTRIBUTION SERVICES AGREEMENT

The Funds have adopted a Distribution Services Agreement (the 'Agreement') pursuant to Rule 12b-1 under the Investment Company Act of 1940. Under the Agreement, the Funds pay a distribution fee to the Distributor at an annual rate of up to .50% of each Fund's average daily net assets attributable to Class A shares and 1% of the average daily net assets attributable to both Class B and Class C shares. Prior to August 2, 1993, Equico Securities served as distributor to the Funds. The Funds paid a distribution fee to the distributor at an annual rate of .25% of each Fund's average daily net assets attributable to Class A shares. The Trustees currently limit payments under the Class A plan to .30% of the Fund's aggregate average daily net assets attributable to Class A shares. The Agreement provides that the Distributor will use such payments in their entirety for distribution assistance and promotional activities. The Distributor has incurred expenses in excess of the distribution costs reimbursed by the Growth Investors Fund in the amount of \$1,129,165 and \$124,579 for Class B and C shares, respectively. The Distributor has also incurred expenses in excess of the distribution costs reimbursed by the Conservative Investors Fund in the amount of \$1,276,362 and \$196,425, respectively and for the Class B and Class C shares, respectively; such costs may be recovered from each Fund in future periods so long as the Agreement is in effect. In accordance with the Agreement, there is no provision for recovery of unreimbursed distribution costs, incurred by the Distributor, beyond the current fiscal year for Class A shares. The Agreement also provides that the Adviser may use its own resources to finance the distribution of each Fund's shares.

#### NOTE D: INVESTMENT TRANSACTIONS

Purchases and sales of investment securities (excluding short-term investments) for the Growth Investors Fund aggregated \$91,295,274 and \$62,800,691, respectively, for the year ended April 30, 1995. There were purchases of \$34,604,273 and sales of \$24,810,074 of U.S. Government and government agency obligations for the year ended April 30, 1995. At April 30, 1995, the cost of securities for federal income tax purposes for the Growth Investors Fund was \$66,095,352. Accordingly gross unrealized appreciation of investments was \$4,788,910 and gross unrealized depreciation of investments was \$1,123,991 resulting in net unrealized appreciation of \$3,664,919.

The Growth Investors Fund enters into forward exchange currency contracts in order to hedge its exposure to changes in foreign currency exchange rates on its foreign portfolio holdings. A forward exchange currency contract is a commitment to purchase or sell a foreign currency at a future date at a negotiated forward rate. The gain or loss arising from the difference between the original contracts and the closing of such contracts is included in net realized gain or loss from foreign currency transactions. Fluctuations in the value of forward exchange currency contracts are recorded for financial reporting purposes as unrealized gains or losses by the Fund. Risks may arise from the potential inability of a counter-party to meet the terms of a contract and from unanticipated movements in the value of a foreign currency relative to the U.S. dollar. At April 30, 1995, there were no outstanding forward exchange currency contracts.

Purchases and sales of investment securities (excluding short-term investments) for the Conservative Investors Fund aggregated \$108,535,724 and \$98,995,442, respectively, for the year ended April 30, 1995. There were purchases of \$73,553,555 and sales of \$58,226,588 of U.S. Government and government agency obligations for the year ended April 30, 1995. At April 30, 1995, the cost of securities for federal income tax purposes for the Con-

ALLIANCE GROWTH INVESTORS AND  
CONSERVATIVE INVESTORS FUNDS

servative Investors Fund was \$49,536,512. Accordingly gross unrealized appreciation of investments was \$1,284,394 and gross unrealized depreciation of investments was \$258,301 resulting in net unrealized appreciation of \$1,026,093.

NOTE E: SHARES OF BENEFICIAL INTEREST

There is an unlimited number of \$0.00001 par value shares of beneficial interest authorized divided into three classes, designated Class A, Class B and Class C shares for both Funds. Transactions in shares of beneficial interest were as follows:

| ALLIANCE GROWTH INVESTORS FUND  |            |            |              |              |
|---|------------|------------|--------------|--------------|
| -----   |            |            |              |              |
| SHARES  |            |            |              |              |
| AMOUNT  |            |            |              |              |
| -----   |            |            |              |              |
| YEAR ENDED  | YEAR ENDED | YEAR ENDED | YEAR ENDED   |              |
| APRIL 30,   | APRIL 30,  | APRIL 30,  | APRIL 30,    |              |
| 1995  | 1994       | 1995       | 1994         |              |
| -----   |            |            |              |              |
| CLASS A   |            |            |              |              |
| Shares sold   | 878,301    | 1,224,513  | \$10,219,392 | \$14,527,190 |
| Shares issued in<br>reinvestment of<br>dividends and<br>distributions | 23,903     | 12,123     | 266,999      | 143,134      |
| Shares redeemed   | (508,295)  | (101,933)  | (5,946,807)  | (1,218,333)  |
| Net increase  | 393,909    | 1,134,703  | \$4,539,584  | \$13,451,991 |
|   |            |            |              |              |
| CLASS B   |            |            |              |              |
| Shares sold   | 1,384,786  | 2,121,895  | \$16,126,761 | \$25,302,089 |
| Shares issued in<br>reinvestment of<br>dividends and<br>distributions | 33,860     | 20,028     | 379,230      | 237,891      |
| Shares redeemed   | (485,135)  | (192,181)  | (5,718,545)  | (2,290,398)  |
| Net increase  | 933,511    | 1,949,742  | \$10,787,446 | \$23,249,582 |

| ALLIANCE GROWTH INVESTORS FUND  |           |            |             |             |
|---|-----------|------------|-------------|-------------|
| -----   |           |            |             |             |
| SHARES  |           |            |             |             |
| AMOUNT  |           |            |             |             |
| -----   |           |            |             |             |
| YEAR ENDED  | AUGUST 2, | YEAR ENDED | AUGUST 2,   |             |
| APRIL 30,   | 1993* TO  | APRIL 30,  | 1993* TO    |             |
| 1995  | APRIL 30, | 1995       | APRIL 30,   |             |
| 1994  | 1994      | 1995       | 1994        |             |
| -----   |           |            |             |             |
| CLASS C   |           |            |             |             |
| Shares sold   | 188,858   | 337,111    | \$2,197,932 | \$4,037,220 |
| Shares issued in<br>reinvestment of<br>dividends and<br>distributions | 3,451     | 670        | 38,687      | 7,927       |
| Shares redeemed   | (122,670) | (56,304)   | (1,425,365) | (676,962)   |
| Net increase  | 69,639    | 281,477    | \$811,254   | \$3,368,185 |

ALLIANCE CONSERVATIVE INVESTORS FUND

|  | SHARES            |                   | AMOUNT            |                   |
|--|-------------------|-------------------|-------------------|-------------------|
|  | YEAR ENDED        | YEAR ENDED        | YEAR ENDED        | YEAR ENDED        |
|  | APRIL 30,<br>1995 | APRIL 30,<br>1994 | APRIL 30,<br>1995 | APRIL 30,<br>1994 |
| <b>Class A</b>   |                   |                   |                   |                   |
| Shares sold  | 548,552           | 1,189,333         | \$5,617,109       | \$13,031,463      |
| Shares issued in reinvestment of dividends and distributions | 65,422            | 40,811            | 656,166           | 442,601           |
| Shares redeemed  | (566,559)         | (221,331)         | (5,791,900)       | (2,381,952)       |
| Net increase   | 47,415            | 1,008,813         | \$481,375         | \$11,092,112      |
| <b>CLASS B</b>   |                   |                   |                   |                   |
| Shares sold  | 798,920           | 2,302,220         | \$8,264,467       | \$25,384,220      |
| Shares issued in reinvestment of dividends and distributions | 94,772            | 62,734            | 960,854           | 687,832           |
| Shares redeemed  | (825,918)         | (374,172)         | (8,495,394)       | (4,077,813)       |
| Net increase   | 67,774            | 1,990,782         | \$729,927         | \$21,994,239      |

ALLIANCE CONSERVATIVE INVESTORS FUND

|  | SHARES            |                       | AMOUNT            |                       |
|--|-------------------|-----------------------|-------------------|-----------------------|
|  | YEAR ENDED        | AUGUST 2,<br>1993* TO | YEAR ENDED        | AUGUST 2,<br>1993* TO |
|  | APRIL 30,<br>1995 | APRIL 30,<br>1994     | APRIL 30,<br>1995 | APRIL 30,<br>1994     |
| <b>CLASS C</b>   |                   |                       |                   |                       |
| Shares sold  | 224,223           | 510,177               | \$2,320,546       | \$5,606,322           |
| Shares issued in reinvestment of dividends and distributions | 15,711            | 4,767                 | 159,243           | 51,975                |
| Shares redeemed  | (237,610)         | (97,138)              | (2,443,423)       | (1,049,393)           |
| Net increase   | 2,324             | 417,806               | \$36,366          | \$4,608,904           |

**NOTE F: RECLASSIFICATION OF COMPONENTS OF NET ASSETS**

In accordance with Statement of Position 93-2 Determination, Disclosure, and Financial Statement Presentation of Income, Capital Gain and Return of Capital Distributions by Investment Companies, permanent book and tax differences relating to shareholder distributions have been reclassified to additional paid-in capital. During the current period the accumulated undistributed net investment income was charged and accumulated undistributed net realized gains was credited for \$80,105 for Alliance Growth Investors Fund. Net investment income, net realized gains and net assets were not affected by this change.

**NOTE G: TAXES**

Capital and currency losses incurred after October 31 within the Fund's fiscal year are deemed to arise on the first business day of the following fiscal year. The Alliance Growth Investors Fund incurred and elected to defer post October currency losses of \$71,562 and capital losses of \$447,337. The Alliance Conservative Investors Fund incurred and elected to defer post October capital losses of \$812,541. At April 30, 1995, the Alliance Growth Investors Fund and Conservative Investors Fund had net capital loss carryovers of approximately \$1,120,000 and \$2,692,000, respectively. Such losses will be available to offset capital gains arising through April 30, 2003. To the extent that any net capital loss carryover or post-October loss is used to offset future capital gains, it is probable that the gains so offset will not be distributed to

shareholders.

\* Commencement of distribution.

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FINANCIAL HIGHLIGHTS

ALLIANCE GROWTH INVESTORS FUND

-----  
 SELECTED DATA FOR A SHARE OF BENEFICIAL INTEREST OUTSTANDING THROUGHOUT EACH PERIOD

|  | CLASS A                   |                           |                                   |
|--|---------------------------|---------------------------|-----------------------------------|
|  | YEAR ENDED APRIL 30, 1995 | YEAR ENDED APRIL 30, 1994 | MAY 4, 1992 (A) TO APRIL 30, 1993 |
| Net asset value, beginning of period                 | \$11.61                   | \$11.35                   | \$10.00                           |
| INCOME FROM INVESTMENT OPERATIONS                    |                           |                           |                                   |
| Net investment income                                | .25*                      | .12*                      | .20*                              |
| Net realized and unrealized gain on investments      | .38                       | .39                       | 1.43                              |
| Net increase in net asset value from operations      | .63                       | .51                       | 1.63                              |
| LESS: DISTRIBUTIONS                                  |                           |                           |                                   |
| Dividends from net investment income                 | (.15)                     | (.11)                     | (.16)                             |
| Distributions from net realized gains                | (.01)                     | (.14)                     | (.12)                             |
| Total dividends and distributions                    | (.16)                     | (.25)                     | (.28)                             |
| Net asset value, end of period                       | \$12.08                   | \$11.61                   | \$11.35                           |
| TOTAL RETURN   |                           |                           |                                   |
| Total investment return based on net asset value (b) | 5.57%                     | 4.46%                     | 16.32%                            |
| RATIOS/SUPPLEMENTAL DATA                             |                           |                           |                                   |
| Net assets, end of year (000's omitted)              | \$22,189                  | \$16,759                  | \$3,503                           |
| Ratios to average net assets of:                     |                           |                           |                                   |
| Expenses, net of waivers/reimbursements              | 1.40%                     | 1.40%                     | 1.40% (c)                         |
| Expenses, before waivers/reimbursements              | 1.97%                     | 2.33%                     | 4.27% (c)                         |
| Net investment income                                | 2.32%                     | 1.67%                     | 1.91% (c)                         |
| Portfolio turnover rate                              | 134%                      | 96%                       | 114%                              |

<TABLE>  
 <CAPTION>

|  | CLASS B                   |                           |                                   | CLASS C                   |                                      |
|--|---------------------------|---------------------------|-----------------------------------|---------------------------|--------------------------------------|
|  | YEAR ENDED APRIL 30, 1995 | YEAR ENDED APRIL 30, 1994 | MAY 4, 1992 (A) TO APRIL 30, 1993 | YEAR ENDED APRIL 30, 1995 | AUGUST 2, 1993 (D) TO APRIL 30, 1994 |
| <S>  | <C>                       | <C>                       | <C>                               | <C>                       | <C>                                  |
| Net asset value, beginning of period                       | \$11.65                   | \$11.41                   | \$10.00                           | \$11.65                   | \$11.88                              |
| INCOME FROM INVESTMENT OPERATIONS                          |                           |                           |                                   |                           |                                      |
| Net investment income                                      | .17*                      | .07*                      | .07*                              | .18*                      | .08*                                 |
| Net realized and unrealized gain (loss) on investments     | .38                       | .37                       | 1.45                              | .38                       | (.11)                                |
| Net increase (decrease) in net asset value from operations | .55                       | .44                       | 1.52                              | .56                       | (.03)                                |
| LESS: DISTRIBUTIONS  |                           |                           |                                   |                           |                                      |
| Dividends from net investment income                       | (.10)                     | (.06)                     | (.05)                             | (.10)                     | (.06)                                |
| Distributions from net realized gains                      | (.01)                     | (.14)                     | (.06)                             | (.01)                     | (.14)                                |
| Total dividends and distributions                          | (.11)                     | (.20)                     | (.11)                             | (.11)                     | (.20)                                |
| Net asset value, end of period                             | \$12.09                   | \$11.65                   | \$11.41                           | \$12.10                   | \$11.65                              |

|  |          |          |           |         |           |
|--|----------|----------|-----------|---------|-----------|
| TOTAL RETURN   |          |          |           |         |           |
| Total investment return based on net asset value (b) | 4.83%    | 3.84%    | 15.23%    | 4.91%   | (.26)%    |
| RATIOS/SUPPLEMENTAL DATA                             |          |          |           |         |           |
| Net assets, end of year (000's omitted)              | \$43,328 | \$30,871 | \$7,999   | \$4,247 | \$3,280   |
| Ratios to average net assets of:                     |          |          |           |         |           |
| Expenses, net of waivers/reimbursements              | 2.10%    | 2.11%    | 2.15% (c) | 2.10%   | 2.10% (c) |
| Expenses, before waivers/reimbursements              | 2.67%    | 3.00%    | 4.48% (c) | 2.66%   | 3.02% (c) |
| Net investment income                                | 1.62%    | .95%     | 1.07% (c) | 1.62%   | 1.04% (c) |
| Portfolio turnover rate                              | 134%     | 96%      | 114%      | 134%    | 96%       |

See footnote summary on page 31.

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FINANCIAL HIGHLIGHTS (CONTINUED) ALLIANCE CONSERVATIVE INVESTORS FUND

-----  
SELECTED DATA FOR A SHARE OF BENEFICIAL INTEREST OUTSTANDING THROUGHOUT EACH PERIOD

|   | CLASS A                   |                           |                                   |
|---|---------------------------|---------------------------|-----------------------------------|
|   | YEAR ENDED APRIL 30, 1995 | YEAR ENDED APRIL 30, 1994 | MAY 4, 1992 (A) TO APRIL 30, 1993 |
| Net asset value, beginning of period                  | \$10.37                   | \$10.79                   | \$10.00                           |
| INCOME FROM INVESTMENT OPERATIONS                     |                           |                           |                                   |
| Net investment income                                 | .48*                      | .31*                      | .39*                              |
| Net realized and unrealized gain (loss) on investment | (.02)                     | (.26)                     | .82                               |
| Net increase in net asset value from operations       | .46                       | .05                       | 1.21                              |
| LESS: DISTRIBUTIONS                                   |                           |                           |                                   |
| Dividends from net investment income                  | (.45)                     | (.29)                     | (.36)                             |
| Distributions from net realized gains                 | -0-                       | (.18)                     | (.06)                             |
| Total dividends and distributions                     | (.45)                     | (.47)                     | (.42)                             |
| Net asset value, end of period                        | \$10.38                   | \$10.37                   | \$10.79                           |

|  |       |      |        |
|--|-------|------|--------|
| TOTAL RETURN   |       |      |        |
| Total investment return based on net asset value (b) | 4.65% | .35% | 12.25% |

|   |          |          |           |
|---|----------|----------|-----------|
| RATIOS/SUPPLEMENTAL DATA                |          |          |           |
| Net assets, end of year (000's omitted) | \$16,105 | \$15,595 | \$5,339   |
| Ratios to average net assets of:        |          |          |           |
| Expenses, net of waivers/reimbursements | 1.40%    | 1.40%    | 1.40% (c) |
| Expenses, before waivers/reimbursements | 1.83%    | 2.03%    | 3.45% (c) |
| Net investment income                   | 4.66%    | 3.43%    | 3.92% (c) |
| Portfolio turnover rate                 | 248%     | 133%     | 84%       |

<TABLE>  
<CAPTION>

| CLASS B                   |                           |                                   | CLASS C                   |                                      |
|---------------------------|---------------------------|-----------------------------------|---------------------------|--------------------------------------|
| YEAR ENDED APRIL 30, 1995 | YEAR ENDED APRIL 30, 1994 | MAY 4, 1992 (A) TO APRIL 30, 1993 | YEAR ENDED APRIL 30, 1995 | AUGUST 2, 1993 (D) TO APRIL 30, 1994 |



| <S>   | <C>      | <C>      | <C>       | <C>     | <C>       |
|---|----------|----------|-----------|---------|-----------|
| Net asset value, beginning of period                          | \$10.47  | \$10.88  | \$10.00   | \$10.47 | \$11.12   |
| INCOME FROM INVESTMENT OPERATIONS                             |          |          |           |         |           |
| Net investment income   | .46*     | .24*     | .24*      | .46*    | .18*      |
| Net realized and unrealized gain (loss)<br>on investments     | (.02)    | (.26)    | .89       | (.01)   | (.50)     |
| Net increase (decrease) in net asset value<br>from operations | .44      | (.02)    | 1.13      | .45     | (.32)     |
| LESS: DISTRIBUTIONS   |          |          |           |         |           |
| Dividends from net investment income                          | (.40)    | (.21)    | (.22)     | (.40)   | (.15)     |
| Distributions from net realized gains                         | -0-      | (.18)    | (.03)     | -0-     | (.18)     |
| Total dividends and distributions                             | (.40)    | (.39)    | (.25)     | (.40)   | (.33)     |
| Net asset value, end of period                                | \$10.51  | \$10.47  | \$10.88   | \$10.52 | \$10.47   |
| TOTAL RETURN  |          |          |           |         |           |
| Total investment return based on<br>net asset value (b)       | 3.91%    | (.31)%   | 11.39%    | 4.01%   | (2.98)%   |
| RATIOS/SUPPLEMENTAL DATA                                      |          |          |           |         |           |
| Net assets, end of year (000's omitted)                       | \$30,542 | \$29,697 | \$9,210   | \$4,419 | \$4,375   |
| Ratios to average net assets of:                              |          |          |           |         |           |
| Expenses, net of waivers/reimbursements                       | 2.10%    | 2.11%    | 2.15% (c) | 2.10%   | 2.10% (c) |
| Expenses, before waivers/reimbursements                       | 2.52%    | 2.73%    | 3.95% (c) | 2.52%   | 2.10% (c) |
| Net investment income   | 3.96%    | 2.72%    | 3.06% (c) | 3.97%   | 2.94% (c) |
| Portfolio turnover rate                                       | 248%     | 133%     | 84%       | 248%    | 133%      |

</TABLE>

See footnote summary on page 31.

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ALLIANCE GROWTH INVESTORS AND  
CONSERVATIVE INVESTORS FUNDS

FOOTNOTE SUMMARY

\* Net of fee waived and expenses reimbursed by Adviser.

(a) Commencement of operations.

(b) Total investment return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period, and redemption on the last day of the period. Initial sales charges or contingent deferred sales charges are not reflected in the calculation of total investment return. Total investment return calculated for a period of less than one year is not annualized.

(c) Annualized.

(d) Commencement of distribution.

Prior to July 22, 1993, Equitable Capital Management Corporation (Equitable Capital) served as the investment adviser to the Trust. On July 22, 1993, Alliance Capital Management L.P. acquired the business and substantially all of the assets of Equitable Capital and became the investment adviser to the Trust.

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REPORT OF INDEPENDENT ACCOUNTANTS

ALLIANCE GROWTH INVESTORS AND  
CONSERVATIVE INVESTORS FUNDS

TO THE BOARD OF TRUSTEES AND SHAREHOLDERS OF ALLIANCE GROWTH INVESTORS FUND  
AND ALLIANCE CONSERVATIVE INVESTORS FUND

In our opinion, the accompanying statements of assets and liabilities, including the portfolios of investments, and the related statements of operations and of changes in net assets and the financial highlights present fairly, in all material respects, the financial position of Alliance Growth Investors Fund and Alliance Conservative Investors Fund (separately managed portfolios constituting part of The Alliance Portfolios, hereafter referred to as the 'Funds') at April 30, 1995, the results of each of their operations for the year then ended, the changes in each of their net assets for each of the two years in the period then ended and the financial highlights for each of the periods presented, in conformity with generally accepted accounting principles. These financial statements and financial highlights (hereafter referred to as 'financial statements') are the responsibility of the Funds' management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities at April 30, 1995 by correspondence with the custodian and brokers and the application of alternative auditing procedures where confirmations from brokers were not received, provide a reasonable basis for the opinion expressed above.

PRICE WATERHOUSE LLP  
New York, New York  
June 22, 1995

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ALLIANCE GROWTH INVESTORS AND  
CONSERVATIVE INVESTORS FUNDS

-----  
BOARD OF TRUSTEES

JOHN D. CARIFA, CHAIRMAN AND PRESIDENT  
ALBERTA B. ARTHURS (1)  
RUTH BLOCK (1)  
RICHARD W. COUPER (1)  
BRENTON W. HARRIES (1)  
DONALD J. ROBINSON (1)

OFFICERS

BRUCE CALVERT, VICE PRESIDENT  
KATHLEEN A. CORBET, VICE PRESIDENT  
BARBARA J. KRUMSIEK, VICE PRESIDENT  
FRANKLIN KENNEDY III, VICE PRESIDENT  
EDMUND P. BERGAN, JR., CLERK  
MARK D. GERSTEN, TREASURER & CHIEF FINANCIAL OFFICER  
PATRICK J. FARRELL, CONTROLLER & CHIEF ACCOUNTING OFFICER

CUSTODIAN

STATE STREET BANK & TRUST COMPANY  
225 Franklin Street  
Boston, MA 02110

TRANSFER AGENT

ALLIANCE FUND SERVICES, INC.  
P.O. Box 1520  
Secaucus, NJ 07096-1520  
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