

SECURITIES AND EXCHANGE COMMISSION

FORM N-Q

Quarterly schedule of portfolio holdings of registered management investment company filed on Form N-Q

Filing Date: **2013-01-28** | Period of Report: **2012-11-30**
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FILER

ALLIANCEBERNSTEIN CAP FUND, INC.

CIK:[81443](#) | IRS No.: [132625045](#) | State of Incorporation: **DE** | Fiscal Year End: **0731**
Type: **N-Q** | Act: **40** | File No.: [811-01716](#) | Film No.: [13551225](#)

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM N-Q

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

Investment Company Act file number: 811-01716

ALLIANCEBERNSTEIN CAP FUND, INC.

(Exact name of registrant as specified in charter)

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

(Address of principal executive offices) (Zip code)

Joseph J. Mantineo

AllianceBernstein L.P.

1345 Avenue of the Americas

New York, New York 10105

(Name and address of agent for service)

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

Date of fiscal year end: February 28, 2013

Date of reporting period: November 30, 2012

ITEM 1. SCHEDULE OF INVESTMENTS.

AllianceBernstein Dynamic All Market Fund
Consolidated Portfolio of Investments
November 30, 2012 (unaudited)

<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
INVESTMENT COMPANIES - 28.3%		
Funds and Investment Trusts - 28.3%		
CSOP FTSE China A50 ETF	286,200	\$331,983
SPDR S&P 500 ETF Trust	13,280	1,886,557
Vanguard Mid-Cap ETF	2,300	187,496
Vanguard MSCI Emerging Markets ETF	11,540	485,141
Vanguard Small-Cap ETF	5,370	429,493
Total Investment Companies (cost \$3,032,906)		<u>3,320,670</u>
	Principal Amount (000)	
INFLATION-LINKED SECURITIES - 19.9%		
United States - 19.9%		
U.S. Treasury Inflation Index		
1.375%, 7/15/18 (TIPS)	\$408	476,618
1.625%, 1/15/18 (TIPS)	182	212,210
1.875%, 7/15/15-7/15/19 (TIPS)	485	548,725
2.50%, 7/15/16 (TIPS)	561	646,371
2.625%, 7/15/17 (TIPS)	380	456,333
Total Inflation-Linked Securities (cost \$2,275,885)		<u>2,340,257</u>
GOVERNMENTS - TREASURIES - 9.4%		
Italy - 6.4%		
Italy Buoni Poliennali Del Tesoro		
3.00%, 4/15/15	EUR 345	456,111
4.75%, 6/01/17	219	302,366
		<u>758,477</u>
Spain - 3.0%		
Spain Government Bond		
3.00%, 4/30/15	154	199,283
3.80%, 1/31/17	116	148,917
		<u>348,200</u>
Total Governments - Treasuries (cost \$1,099,012)		<u>1,106,677</u>
	Contracts	
OPTIONS PURCHASED - PUTS - 0.1%		
Options on Equity Indices - 0.1%		
S&P 500 Index		
Expiration: Jan 2013, Exercise Price: \$ 1,350.00 (a)(b)	6	6,787
S&P/ASX 200 Index		

Expiration: Jan 2013, Exercise Price: AUD 4,325.00 (a)(b)

10

1,566

8,353

<u>Company</u>	<u>Contracts</u>	<u>U.S. \$ Value</u>
Options on Forward Contracts - 0.0%		
AUD/USD		
Expiration: Feb 2013, Exercise Price: AUD 1.03 (a)(c)	485,437	<u>\$5,584</u>
Total Options Purchased - Puts (cost \$20,287)		<u>13,937</u>
	<u>Shares</u>	
SHORT-TERM INVESTMENTS - 40.8%		
Investment Companies - 36.1%		
AllianceBernstein Fixed-Income Shares, Inc. - Government STIF Portfolio, 0.15% (d) (cost \$4,232,338)		
	4,232,338	<u>4,232,338</u>
	<u>Principal Amount (000)</u>	
U.S. Treasury Bill - 4.7%		
U.S. Treasury Bill		
Zero Coupon 12/06/12-2/28/13 (cost \$549,952)	\$550	<u>549,951</u>
Total Short-Term Investments (cost \$4,782,290)		<u>4,782,289</u>
Total Investments - 98.5% (cost \$11,210,380) (e)		11,563,830
Other assets less liabilities - 1.5%		<u>181,499</u>
Net Assets - 100.0%		<u>\$11,745,329</u>

FUTURES CONTRACTS

<u>Type</u>	<u>Number of Contracts</u>	<u>Expiration Month</u>	<u>Original Value</u>	<u>Value at November 30, 2012</u>	<u>Unrealized Appreciation/ (Depreciation)</u>
Purchased Contracts					
10 Yr Mini Japan Government Bond Futures	13	December 2012	\$ 2,270,443	\$ 2,284,915	\$ 14,472
Australian Government 10 Yr Bond Futures	2	December 2012	263,090	260,832	(2,258)
Canadian Government 10 Yr Bond Futures	6	March 2013	819,348	825,751	6,403
DAX Index Futures	1	December 2012	239,366	241,529	2,163
Euro-Bund Futures	8	March 2013	1,504,190	1,503,540	(650)
FTSE 100 Index Futures	4	December 2012	374,103	376,515	2,412
FTSE/MIB Index Futures	2	December 2012	208,933	206,233	(2,700)
Hang Seng Index Futures	1	December 2012	142,086	141,940	(146)
IBEX 35 Index Futures	3	December 2012	294,946	309,381	14,435

Type	Number of Contracts	Expiration Month	Original Value	Value at November 30, 2012	Unrealized Appreciation/ (Depreciation)
Long Gilt Futures	7	March 2013	\$ 1,332,460	\$ 1,338,516	\$ 6,056
S&P 500 Emini Futures	3	December 2012	215,301	212,175	(3,126)
S&P/TSE 60 Index Futures	1	December 2012	141,701	141,320	(381)
SPI 200 Futures	1	December 2012	114,770	118,324	3,554
TOPIX Index Futures	6	December 2012	539,819	572,382	32,563
U.S. Long Bond Futures	2	March 2013	298,554	300,125	1,571
U.S. T-Note 10 Yr Futures	16	March 2013	2,128,875	2,138,250	9,375
U.S. Ultra Bond Futures	2	March 2013	330,859	331,875	1,016
					<u>\$ 84,759</u>

FORWARD CURRENCY EXCHANGE CONTRACTS

Counterparty	Contracts to Deliver (000)	In Exchange For (000)	Settlement Date	Unrealized Appreciation/ (Depreciation)
Brown Brothers Harriman & Co.			12/14/ 12	\$ (925)
Brown Brothers Harriman & Co.	AUD 49	USD 50	12/14/ 12	582
Brown Brothers Harriman & Co.	CAD 37	USD 38	12/14/ 12	2,985
Brown Brothers Harriman & Co.	EUR 950	USD 1,238	12/14/ 12	(45)
Brown Brothers Harriman & Co.	GBP 33	USD 53	12/14/ 12	5,221
Brown Brothers Harriman & Co.	JPY 18,529	USD 230	12/14/ 12	140
Brown Brothers Harriman & Co.	USD 16	AUD 15	12/14/ 12	(549)
Brown Brothers Harriman & Co.	USD 38	CAD 37	12/14/ 12	7,639
Brown Brothers Harriman & Co.	USD 210	CHF 202	12/14/ 12	6,815
Brown Brothers Harriman & Co.	USD 192	EUR 153	12/14/ 12	(1,225)
Brown Brothers Harriman & Co.	USD 235	GBP 146	12/14/ 12	8,340
Brown Brothers Harriman & Co.	USD 299	JPY 23,788	12/14/ 12	(10,150)
Brown Brothers Harriman & Co.	USD 200	NOK 1,181	12/14/ 12	71
Brown Brothers Harriman & Co.	USD 34	SEK 228	12/14/ 12	
HSBC Securities Inc.	USD 171	SEK 1,151	12/14/ 12	<u>2,058</u>
				<u>\$ 20,957</u>

CREDIT DEFAULT SWAP CONTRACTS

Swap Counterparty & Referenced Obligation	Fixed Rate (Pay) Receive	Implied Credit Spread at November 30, 2012	Notional Amount (000)	Market Value	Upfront Premiums Paid (Received)	Unrealized Appreciation/ (Depreciation)
Sale Contracts						
Bank of America NA:						
iTraxx Europe Crossover-18 5 Year Index, 12/20/17*	5.00 %	4.96 %	EUR 90	\$1,386	\$(1,139)	\$ 2,525
Barclays Bank PLC:						
CDX NAHY-18 5 Year Index, 6/20/17*	5.00	4.69	\$109	2,413	(3,628)	6,041
CDX NAHY-18 5 Year Index, 6/20/17*	5.00	4.69	119	2,631	214	2,417
iTraxx Europe Crossover-18 5 Year Index, 12/20/17*	5.00	4.96	EUR 90	1,385	(2,890)	4,275
Citibank NA:						
CDX EM-17 5 Year Index, 6/20/17*	5.00	2.23	\$110	13,902	10,212	3,690
CDX EM-17 5 Year Index, 6/20/17*	5.00	2.23	110	13,902	11,606	2,296
CDX EM-18 5 Year Index, 12/20/17*	5.00	2.33	120	15,904	13,636	2,268
CDX NAHY-19 5 Year Index	5.00	5.00	230	2,364	(555)	2,919
CDX NAIG-19 5 Year Index, 12/20/17*	1.00	0.99	120	322	14	308
iTraxx Europe Crossover-18 5 Year Index, 12/20/17*	5.00	4.96	EUR 50	770	(1,706)	2,476
iTraxx Europe-18 5 Year Index, 12/20/17*	1.00	1.23	90	(1,049)	(1,985)	936
Credit Suisse International:						
CDX NAHY-17 5 Year Index, 12/20/16*	5.00	4.33	\$115	3,920	(2,832)	6,752
JPMorgan Chase Bank NA:						
CDX EM-16 5 Year Index, 12/20/16*	5.00	2.33	60	6,662	4,227	2,435

Swap Counterparty & Referenced Obligation	Fixed	Implied		Notional	Market	Upfront	Unrealized
	Rate	Credit Spread	at				
	(Pay)	November 30,		(000)	Value	Paid	(Depreciation)
	Receive	2012				(Received)	
CDX NAHY-18 5 Year Index, 6/20/17*	5.00 %	4.69 %		\$109	\$ 2,413	\$(2,231)	\$4,644
CDX NAIG-17 5 Year Index, 12/20/16*	1.00	0.77		120	1,345	(677)	2,022
CDX NAIG-17 5 Year Index, 12/20/16*	1.00	0.77		90	1,009	(651)	1,660
CDX NAIG-17 5 Year Index, 12/20/16*	1.00	0.77		110	1,232	(370)	1,602
iTraxx Europe-16 5 Year Index, 12/20/16*	1.00	1.11		EUR 120	(342)	(3,851)	3,509
					\$ 70,169	\$ 17,394	\$ 52,775

* Termination date

TOTAL RETURN SWAP CONTRACTS

Receive/Pay	Total Return on Reference Index	Index	# of Shares or Units	Rate Paid by the Fund	Notional Amount (000)	Maturity Date	Counterparty	Unrealized Appreciation/ (Depreciation)
Receive	Total Return on Reference Index	Dow Jones- UBS Commodity Index 2 Month Forward	5,992	0.17 %	\$1,786	12/17/ 12	JPMorgan Chase Bank NA	\$ 30,383
Receive	Total Return on Reference Index	Dow Jones- UBS Commodity Index 2 Month Forward	395	0.16 %	118	12/17/ 12	JPMorgan Chase Bank NA	2,003
Receive	Total Return on Reference Index	Dow Jones- UBS Commodity Index 2 Month Forward	392	0.16 %	117	12/17/ 12	JPMorgan Chase Bank NA	1,988
		Dow Jones-						

Receive	UBS Commodity Index 2 Month Forward	369	0.16	%	110	12/17/ 12	JPMorgan Chase Bank NA	1,872
Receive	Dow Jones- UBS Commodity Index 2 Month Forward	325	0.16	%	97	12/17/ 12	JPMorgan Chase Bank NA	1,648
Receive	Dow Jones- UBS Commodity Index 2 Month Forward	396	0.16	%	120	12/17/ 12	JPMorgan Chase Bank NA	(2)

Receive/Pay	Total Return on Reference Index	Index	# of Shares or Units	Rate Paid by the Fund	Notional Amount (000)	Maturity Date	Counterparty	Unrealized Appreciation/ (Depreciation)
Receive		FTSE EPRA/ NAREIT Developed Real Estate Index	37	0.46 %	\$ 121	1/15/ 13	JPMorgan Chase Bank	\$ 4,370
Receive		FTSE EPRA/ NAREIT Developed Real Estate Index	16	0.53 %	52	3/15/ 13	JPMorgan Chase Bank	1,889
Receive		FTSE EPRA/ NAREIT Developed Real Estate Index	11	0.53 %	36	3/15/ 13	JPMorgan Chase Bank	1,298
Receive		FTSE EPRA/ NAREIT Developed Real Estate Index	10	0.53 %	33	3/15/ 13	JPMorgan Chase Bank	1,180
								<u>\$ 46,629</u>

(a) Non-income producing security.

(b) One contract relates to 100 shares.

(c) One contract relates to 1 share.

(d) Investment in affiliated money market mutual fund. The rate shown represents the 7-day yield as of period end.

(e) As of November 30, 2012, the cost basis of investment securities owned was substantially identical for both book and tax purposes. Gross unrealized appreciation of investments was \$371,137 and gross unrealized depreciation of investments was \$(17,687), resulting in net unrealized appreciation of \$353,450.

Currency Abbreviations:

AUD	- Australian Dollar
CAD	- Canadian Dollar
CHF	- Swiss Franc
EUR	- Euro
GBP	- Great British Pound
JPY	- Japanese Yen
NOK	- Norwegian Krone

SEK - *Swedish Krona*
USD - *United States Dollar*

Glossary:

CDX-EM - *Emerging Market Credit Default Swap Index*
CDX-NAHY - *North American High Yield Credit Default Swap Index*
CDX-NAIG - *North American Investment Grade Credit Default Swap Index*
EPRA - *European Public Real Estate Association*
FTSE - *Financial Times Stock Exchange*
NAREIT - *National Association of Real Estate Investment Trusts*
TIPS - *Treasury Inflation Protected Security*
TOPIX - *Tokyo Price Index*

AllianceBernstein Dynamic All Market**November 30, 2012 (unaudited)**

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Fund would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. The U.S. GAAP disclosure requirements establish a framework for measuring fair value, and a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund.

Unobservable inputs reflect the Fund's own assumptions about the assumptions that market participants would use in pricing the asset or liability based on the best information available in the circumstances. Each investment is assigned a level based upon the observability of the inputs which are significant to the overall valuation. The three-tier hierarchy of inputs is summarized below.

Level 1—quoted prices in active markets for identical investments

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

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

The fair value of debt instruments, such as bonds, and over-the-counter derivatives is generally based on market price quotations, recently executed market transactions (where observable) or industry recognized modeling techniques and are generally classified as Level 2. Pricing vendor inputs to Level 2 valuations may include quoted prices for similar investments in active markets, interest rates, coupon rates, yield curves, option adjusted spreads, default rates, credit spreads and other unique security features in order to estimate the relevant cash flows which is then discounted to calculate fair values. If these inputs are unobservable and significant to the fair value, these investments will be classified as Level 3.

Where readily available market prices or relevant bid prices are not available for certain equity investments, such investments may be valued based on similar publicly traded investments, movements in relevant indices since last available prices or based upon underlying company fundamentals and comparable company data (such as multiples to earnings or other multiples to equity). Where an investment is valued using an observable input, by pricing vendors, such as another publicly traded security, the investment will be classified as Level 2. If management determines that an adjustment is appropriate based on restrictions on resale, illiquidity or uncertainty, and such adjustment is a significant component of the valuation, the investment will be classified as Level 3. An investment will also be classified as Level 3 where management uses company fundamentals and other significant inputs to determine the valuation.

Options and warrants are valued using market-based inputs to models, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency, where such inputs and models are available. Alternatively the values may be obtained through unobservable management determined inputs and/or management's proprietary models. Where models are used, the selection of a particular model to value an option or a warrant depends upon the contractual terms of, and specific risks inherent in, the option or warrant as well as the availability of pricing information in the market. Valuation models require a variety of inputs, including contractual terms, market prices, measures of volatility and correlations of such inputs. Exchange traded options will be classified as Level 2. For options or warrants that do not trade on exchange but trade in liquid markets, inputs can generally be verified and model selection does not involve significant management judgment. Options and warrants are classified within Level 2 on the fair value hierarchy when all of the significant inputs can be corroborated to market evidence. Otherwise such instruments are classified as Level 3.

Other fixed income investments, including non-U.S. government and corporate debt, are generally valued using quoted market prices, if available, which are typically impacted by current interest rates, maturity dates and any perceived credit risk of the issuer. Additionally, in the absence of quoted market prices, these inputs are used by pricing vendors to derive a valuation based upon industry or proprietary models which incorporate issuer specific data with relevant yield/spread comparisons with more widely quoted bonds with similar key characteristics. Those investments for which there are observable inputs are classified as Level 2. Where the inputs are not observable, the investments are classified as Level 3.

The following table summarizes the valuation of the Fund' s investments by the above fair value hierarchy levels as of November 30, 2012:

<u>Investments in Securities</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Investment Companies	\$3,320,670	\$- 0	-	\$3,320,670
Inflation-Linked Securities	- 0	-	2,340,257	2,340,257
Governments-Treasuries	- 0	-	1,106,677	1,106,677
Options Purchased-Puts	- 0	-	13,937	13,937
Short-Term Investments	4,232,338	549,951	- 0	4,782,289
Total Investments in Securities	7,553,008	4,010,822	- 0	11,563,830
Other Financial Instruments*:				
Assets				
Credit Default Swaps	- 0	-	52,775	52,775
Futures Contracts	94,020	- 0	-	94,020
Forward Currency Exchange Contracts	- 0	-	33,851	33,851
Total Return Swaps	- 0	-	46,631	46,631
Liabilities				
Futures Contracts	(9,261)	- 0	-	(9,261)
Forward Currency Exchange Contracts	- 0	-	(12,894)	(12,894)
Total Return Swaps	- 0	-	(2)	(2)
Total[^]	<u>\$ 7,637,767</u>	<u>\$ 4,131,183</u>	<u>\$ - 0</u>	<u>\$ 11,768,950</u>

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

[^] There were no transfers between Level 1 and Level 2 during the reporting period.

The Adviser has established a Valuation Committee (the "Committee") which is responsible for overseeing the pricing and valuation of all securities held in the Portfolio. The Committee operates under pricing and valuation policies and procedures established by the Adviser and approved by the Board, including pricing policies which set forth the mechanisms and processes to be employed on a daily basis to implement these policies and procedures. In particular, the pricing policies describe how to determine market quotations for securities and other instruments. The Committee' s responsibilities include: 1) fair value and liquidity determinations (and oversight of any third parties to whom any responsibility for fair value and liquidity determinations is delegated), and 2) regular monitoring of the Adviser' s pricing and valuation policies and procedures and modification or enhancement of these policies and procedures (or recommendation of the modification of these policies and procedures) as the Committee believes appropriate.

The Committee is also responsible for monitoring the implementation of the pricing policies by the Adviser' s Pricing Group (the "Pricing Group") and a third party which performs certain pricing functions in accordance with the pricing policies. The Pricing Group is responsible for the oversight of the third party on a day-to-day basis. The Committee and the Pricing Group perform a series of activities to provide reasonable comfort over the accuracy of prices including: 1) periodic vendor due diligence meetings, review methodologies, new developments, process at vendors, 2) daily compare of security valuation versus prior day for all securities that exceeded established thresholds, and 3) daily review of unpriced, stale, and variance reports with exceptions reviewed by senior management and the Committee.

In addition, there are several processes outside of the pricing process that are used to monitor valuation issues including: 1) performance and performance attribution reports are monitored for anomalous impacts based upon benchmark performance, and 2) portfolio managers review all portfolios for performance and analytics (which are generated using the Adviser' s prices).

ITEM 2. CONTROLS AND PROCEDURES.

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

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

ITEM 3. EXHIBITS.

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

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

SIGNATURES

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

(Registrant): AllianceBernstein Cap Fund, Inc.

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

Date: January 22, 2013

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

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

Date: January 22, 2013

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

Date: January 22, 2013

CERTIFICATIONS

I, Robert M. Keith, certify that:

1. I have reviewed this report on Form N-Q of AllianceBernstein Cap Fund, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the schedules of investments included in this report fairly present in all material respects the investments of the registrant as of the end of the fiscal quarter for which the report is filed;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report, based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Robert M. Keith

Robert M. Keith
President

Date: January 22, 2013

CERTIFICATIONS

I, Joseph J. Mantineo, certify that:

1. I have reviewed this report on Form N-Q of AllianceBernstein Cap Fund, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the schedules of investments included in this report fairly present in all material respects the investments of the registrant as of the end of the fiscal quarter for which the report is filed;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report, based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Joseph J. Mantineo

Joseph J. Mantineo

Treasurer and Chief Financial Officer

Date: January 22, 2013