

# SECURITIES AND EXCHANGE COMMISSION

## FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

Filing Date: **2009-01-26**  
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### FILER

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**SEPARATE ACCOUNT 3 OF AXA EQUITABLE LIFE  
INSURANCE CO**

CIK: **1397933** | IRS No.: **135570651** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **497** | Act: **33** | File No.: **333-142459** | Film No.: **09544307**

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212-554-1234

AXA Equitable Life Insurance Company

SUPPLEMENT DATED FEBRUARY 17, 2009 TO THE CURRENT PROSPECTUS FOR RETIREMENT INVESTMENT ACCOUNT(R)

-----  
This Supplement modifies certain information in the above-referenced prospectus, supplements to prospectus and statement of additional information, (together the "Prospectus"). You should read this Supplement in conjunction with the Prospectus and retain it for future reference. Unless otherwise indicated, all other information included in the Prospectus remains unchanged. The terms we use in this Supplement have the same meaning as in the Prospectus. We will send you another copy of any prospectus or supplement without charge upon request. Please contact the customer service center referenced in your Prospectus.

The purpose of this Supplement is to provide you with information regarding the AllianceBernstein Common Stock (Separate Account 4) and AllianceBernstein Mid Cap Growth (Separate Account 3) Funds.

1. In the section of your Prospectus entitled "Fee table," the following replaces information under "Charges we deduct from the Funds expressed as an annual percentage of daily net assets."

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Investment management and accounting fees (applies only to the Pooled Separate Accounts):

AllianceBernstein Bond Fund, AllianceBernstein Balanced Fund and AllianceBernstein Mid Cap Growth Fund	0.50%
AllianceBernstein Common Stock Fund	0.30%

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2. In the section of your Prospectus entitled "Fee table," the table below replaces information for the AllianceBernstein Common Stock Fund under "Pooled separate account examples." The example for the AllianceBernstein Mid Cap Growth Fund remains unchanged.

Pooled separate account examples:

These examples assume that you invest \$10,000 in the Funds in the Pooled separate accounts under the contract for the time periods indicated. The examples also assume that your investment has a 5% return each year. The example also assumes maximum contract charges and total annual expenses of the portfolios (before expense limitations) set forth in the previous charts. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

<TABLE>  
<CAPTION>

	If you surrender your contract at the end of the applicable time period				If you annuitize at the end of the applicable time period				If you do not surrender your contract at the end of the applicable time period			
	1 year	3 years	5 years	10 years	1 year	3 years	5 years	10 years	1 year	3 years	5 years	10 years
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
AllianceBernstein Common Stock	\$99	\$166	\$233	\$386	\$213	\$289	\$366	\$561	\$38	\$114	\$191	\$386

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</TABLE>

3. In the section of your Prospectus entitled "RIA features and benefits," the information for the AllianceBernstein Common Stock Fund is deleted in its entirety and replaced with the following:

THE ALLIANCEBERNSTEIN COMMON STOCK FUND

OBJECTIVE AND INVESTMENT STRATEGY

The investment objective of the AllianceBernstein Common Stock Fund is to achieve long-term growth of capital. The Fund will achieve its objective by investing its assets in securities represented in the Russell 1000 Growth

Index (Index); it is intended that the Fund will approximate the performance of the Index on an annualized basis.

The Manager will use a replication construction technique to initiate and maintain the portfolio. The Fund will approximate the Russell 1000 Growth Index by owning all securities in the portfolio in the approximate weight each represents in the Index. The Russell 1000 Growth Index measures the performance of the large-cap growth segment of the U.S. equity universe. It includes those Russell 1000 companies with higher price-to-book ratios and higher forecasted growth values. (Source: Russell Investment Group).

RIA-09-01 (1/09)  
(NB/IF)

142073 (1/09)  
x02538

The majority of trading in the Fund will take place on June 30th of each year after the annual reconstitution of the Russell indexes by the Russell Mellon Investment Company. The list of constituents is ranked based on total market capitalization as of May 31st of each year, with the actual reconstitution effective June 30th. Changes to the membership lists are pre-announced and subject to change if any corporate activity occurs or if any new information is received prior to release.

Typically, passively managed portfolios are rebalanced when cash is accumulated due to dividend and interest receipts, monies received from corporate reorganizations (i.e. tenders, mergers and buybacks) and external cash flows.

AllianceBernstein will utilize index futures and Exchange Traded Funds to equitize short-term cash balances or effect basis trades to minimize transaction costs. These instruments are used if they provide a more cost-effective alternative than transacting in the cash market.

The Fund is valued daily.

- 4. In the section of your Prospectus entitled "RIA features and benefits," the second and third paragraphs in the subsection entitled "Investment strategies" under the heading entitled "The AllianceBernstein Mid Cap Growth Fund," are deleted and replaced with the following:

The Fund may also invest in other types of securities including convertible preferred stocks, convertible debt securities and short-term securities such as corporate notes, and temporarily invest in money market instruments. Additionally, the Fund may invest up to 10% of its total assets in restricted securities.

The Fund attempts to generate excess return by taking active risk in security selection by looking for companies with unique growth potential. Economic sector allocation will also be taken into consideration, and the Fund may also be concentrated in industries where research resources indicate there is high growth potential.

- 5. In the section of your Prospectus entitled "RIA features and benefits", the following replaces the Portfolio Manager information for the AllianceBernstein Common Stock and AllianceBernstein Mid Cap Growth Funds in the chart under "Investment manager of the AllianceBernstein Bond, AllianceBernstein Balanced, AllianceBernstein Common Stock and AllianceBernstein Mid Cap Growth Funds":

<TABLE>  
<CAPTION>

Fund	Portfolio Manager	Business experience for past 5 years
<S>	<C>	<C>
AllianceBernstein Common Stock Fund	Judith A. De Vivo	Portfolio Manager at AllianceBernstein since 1984
AllianceBernstein Mid Cap Growth Fund	John H. Fogarty	Portfolio Manager at AllianceBernstein since 1997

</TABLE>

- 6. In the section of your Prospectus entitled "RIA features and benefits", all references to the AllianceBernstein Common Stock Fund in the following subsections under "Risks of investing in the Funds" are deleted: "Securities of medium and smaller sized companies", "Non-equity securities" and "Foreign Investing." The subsection entitled "Investment concentration" is deleted in its entirety. The following is added as a new subsection under "Risks of investing in the Funds":

RISKS ASSOCIATED WITH THE ALLIANCEBERNSTEIN COMMON STOCK FUND

While the objective of the Fund is to approximate the return of the Russell 1000 Growth Index, the actual performance of the Fund may deviate from the Index as a result of transaction costs, equitization of cash, security price deviations, investment management fees, operating expense charges such as custody and audit fees, any potential future exchange trading limits, and internal stock restrictions, all of which affects the Fund but not the Index. This deviation is commonly referred to as "tracking error". The Fund attempts to minimize these deviations through a management process which strives to minimize transactions costs, keep the account fully invested and maintain a portfolio with characteristics that are systematically the same as those of the Russell 1000 Growth Index.

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SUPPLEMENT DATED FEBRUARY 17, 2009 TO THE CURRENT STATEMENT OF ADDITIONAL INFORMATION FOR RETIREMENT INVESTMENT ACCOUNT(R)

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This Supplement modifies certain information in the above-referenced Statement of Additional Information. You should read this Supplement in conjunction with the Statement of Additional Information and retain it for future reference. Unless otherwise indicated, all other information included in the Statement of Additional Information remains unchanged. The terms we use in this Supplement have the same meaning as in your Prospectus and Statement of Additional Information. We will send you another copy of the Prospectus or Statement of Additional Information without charge upon request. Please contact the customer service center referenced in your Prospectus.

The purpose of this Supplement is to provide you with information regarding the AllianceBernstein Common Stock (Separate Account 4) and AllianceBernstein Mid Cap Growth (Separate Account 3) Funds.

1. In the section of your Statement of Additional Information entitled, "Restrictions and requirements of the AllianceBernstein Bond, AllianceBernstein Balanced, AllianceBernstein Common Stock and AllianceBernstein Mid Cap Growth Funds," the reference to the AllianceBernstein Common Stock Fund should be deleted from the first full paragraph. The second paragraph in the same section is deleted and replaced with the following:

The AllianceBernstein Bond Fund, AllianceBernstein Balanced Fund and AllianceBernstein Common Stock Fund will not purchase or write puts or calls (options). The AllianceBernstein Mid Cap Growth Fund will not purchase or write puts (options).

2. In the section of your Statement of Additional Information entitled, "Certain investments of the AllianceBernstein Bond and AllianceBernstein Balanced Funds," the first sentence in the subsection entitled, "When-issued and delayed delivery securities," is deleted and replaced with the following:

The AllianceBernstein Bond, AllianceBernstein Mid Cap Growth and AllianceBernstein Balanced Funds may purchase and sell securities on a when-issued or delayed delivery basis.

3. In the section of your Statement of Additional Information entitled, "Portfolio managers' information (AllianceBernstein Bond Fund, AllianceBernstein Balanced Fund, AllianceBernstein Common Stock Fund and AllianceBernstein Mid Cap Growth Fund)," references to the former Portfolio Managers of the AllianceBernstein Growth Equity Fund Separate Account 4, Alan Levi, Jack Plym and Robert Ginsberg, are deleted. The following information regarding the new Portfolio Manager, Judith A. DeVivo, is added:

<TABLE>  
<CAPTION>

AllianceBernstein Common Stock Fund, Separate Account No. 4 ("Fund")  
AllianceBernstein L.P. ("Adviser")  
Information as of February 17, 2009

(a) (1) Portfolio manager(s) of the Adviser named in the prospectus	(a) (2) For each person identified in column (a) (1), the number of other accounts of the Adviser managed by the person within each category below and the total assets in the accounts managed within each category below						(a) (3) For each of the categories in column (a) (2), the number of accounts and the total assets in the accounts with respect to which the advisory fee is based on the performance of the account					
	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts		Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)
<S> Judith A. DeVivo	<C> N/A	<C> N/A	<C> N/A	<C> N/A	<C> N/A	<C> N/A	<C> 6	<C> 9,682	<C> 2	<C> 129	<C> 45	<C> 7,127

</TABLE>

Note: \$ MM means millions

Ownership of Securities of AXA's insurance products for which the Fund serves as an investment option (Retirement Investment Account, Members Retirement Program and American Dental Association):

<TABLE>  
<CAPTION>

Portfolio Manager	None	\$1-\$10,000	\$10,001-\$50,000	\$50,001-\$100,000	\$100,001-\$500,000	\$500,001 - \$1,000,000	over \$1,000,000
<S> Judith A. DeVivo	<C> X	<C>	<C>	<C>	<C>	<C>	<C>

</TABLE>

RIA-SAI

x02547

The management of and investment decisions for the Fund's portfolio are made by AllianceBernstein's US Passive Team, which is responsible for management of all of AllianceBernstein's Passive accounts.

Judith A. DeVivo -- Senior Vice President and Senior Portfolio Manager--Blend Solutions

Ms. DeVivo is a senior vice president and senior portfolio manager. Ms. DeVivo manages equity portfolios benchmarked to a variety of indices including the S&P 500, S&P Midcap, MSCI EAFE, S&P Small Cap and Russell 2000 in addition to several customized accounts. Ms. DeVivo joined Alliance in 1971 and has held a variety of positions throughout the firm. Just prior to joining the Passive Management Group in 1984, Ms. DeVivo was head of portfolio administration for the firm. Location: New York.

-----  
In the same section, references to the former Portfolio Manager of the AllianceBernstein Mid Cap Growth Fund -- Separate Account 3, Catherine Wood, are deleted. The following information regarding the new Portfolio Manager, John H. Fogarty, is added:

<TABLE>  
<CAPTION>

AllianceBernstein Mid Cap Growth Fund, Separate Account No. 3 ("Fund")  
AllianceBernstein L.P. ("Adviser")  
Information as of February 17, 2009

(a) (1) Portfolio manager(s) of the Adviser named in the prospectus	(a) (2) For each person identified in column (a) (1), the number of other accounts of the Adviser managed by the person within each category below and the total assets in the accounts managed within each category below						(a) (3) For each of the categories in column (a) (2), the number of accounts and the total assets in the accounts with respect to which the advisory fee is based on the performance of the account					
	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts		Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
	Number	Total	Number	Total	Number	Total	Number	Total	Number	Total	Number	Total

	of Accounts	Assets (\$MM)	of Accounts	Assets (\$MM)	of Accounts	Assets (\$MM)	of Accounts	Assets (\$MM)	of Accounts	Assets (\$MM)	of Accounts	Assets (\$MM)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
John H. Fogarty	N/A	N/A	N/A	N/A	1	896	2	806	N/A	N/A	1	896

</TABLE>

Note: \$MM means millions

\* includes wrap fee accounts at the sponsor level

For a description of any material conflicts, please see "Investment professional conflict of interest" later in the SAI.

For compensation information, please see "AllianceBernstein's compensation program" later in the SAI.

Ownership of Securities of AXA's insurance products for which the Fund serves as an investment option (Retirement Investment Account, Members Retirement Program and American Dental Association):

<TABLE>  
<CAPTION>

Portfolio Manager	None	\$1-\$10,000	\$10,001-\$50,000	\$50,001-\$100,000	\$100,001-\$500,000	\$500,001 - \$1,000,000	over \$1,000,000
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
John H. Fogarty	X						

</TABLE>

The management of and investment decisions for the Fund's portfolio are made by Mr. John H. Fogarty. Mr. Fogarty relies heavily on the fundamental research efforts of the firm's extensive internal research staff.

John H. Fogarty -- Senior Vice President , US Sector Head and Research Analyst

Mr. Fogarty joined the growth fundamental research team covering consumer stocks in 2007. He began his career at Alliance Capital in 1988 performing quantitative research while attending Columbia. Mr. Fogarty started full time with the firm in 1992, joined the US Large Cap Growth team as a generalist and quantitative analyst in 1995, and became a US Large Cap Growth portfolio manager in 1997. He re-joined the firm in 2006 after spending nearly 3 years as a hedge fund manager at Dialectic Capital and Vardon Partners, respectively. Mr. Fogarty received his BA from Columbia University. CFA Charterholder. Location: New York.

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SUPPLEMENT DATED FEBRUARY 17, 2009 TO THE CURRENT PROSPECTUS FOR MEMBERS RETIREMENT PROGRAM

-----  
This Supplement modifies certain information in the above-referenced prospectus, supplements to prospectus and statement of additional information, (together the "Prospectus"). You should read this Supplement in conjunction with the Prospectus and retain it for future reference. Unless otherwise indicated, all other information included in the Prospectus remains unchanged. The terms we use in this Supplement have the same meaning as in the Prospectus. We will send you another copy of any prospectus or supplement without charge upon request. Please contact the customer service center referenced in your Prospectus.

The purpose of this Supplement is to provide you with information regarding the AllianceBernstein Growth Equity and AllianceBernstein Mid Cap Growth Funds.

1. In the section of your Prospectus entitled "Fee table," the table below replaces information for the AllianceBernstein Growth Equity Fund. The

information for the AllianceBernstein Mid Cap Growth Fund remains unchanged.

Pooled trust operating expenses expressed as an annual percentage of average daily net assets for AllianceBernstein Growth Equity Fund

<TABLE>  
<CAPTION>

	Management Fee	Program Expense Charge	Other Expenses	Total
<S>	<C>	<C>	<C>	<C>
AllianceBernstein Growth Equity	0.30%	1.00%	0.03%	1.33%

</TABLE>

2. In the section of your Prospectus entitled "Fee table," the table below replaces information for the AllianceBernstein Growth Equity Fund under "Pooled separate account examples." The example for the AllianceBernstein Mid Cap Growth Fund remains unchanged.

Pooled separate account examples: These examples assume that you invest \$10,000 in the indicated options under the contract for the time periods indicated. All other information and assumptions stated above apply. Although your actual costs may be higher or lower based on these assumptions, your costs would be:

<TABLE>  
<CAPTION>

	If you do not surrender your contract at the end of the applicable time period				If you annuitize at the end of the applicable time period			
	1 Year	3 Years	5 Years	10 Years	1 Year	3 Years	5 Years	10 Years
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
AllianceBernstein Growth Equity	\$175	\$490	\$825	\$1,760	\$525	\$840	\$1,175	\$2,110

</TABLE>

3. In the section of your Prospectus entitled "Investment Options," the information for the AllianceBernstein Growth Equity Fund is deleted in its entirety and replaced with the following:

THE ALLIANCEBERNSTEIN GROWTH EQUITY FUND

OBJECTIVE AND INVESTMENT STRATEGY

The investment objective of the AllianceBernstein Growth Equity Fund is to achieve long-term growth of capital. The Fund will achieve its objective by investing its assets in securities represented in the Russell 1000 Growth Index (Index); it is intended that the Fund will approximate the performance of the Index on an annualized basis.

The Manager will use a replication construction technique to initiate and maintain the portfolio. The Fund will approximate the Russell 1000 Growth Index by owning all securities in the portfolio in the approximate weight each represents in the Index. The Russell 1000 Growth Index measures the performance of the large-cap growth segment of the U.S. equity universe. It includes those Russell 1000 companies with higher price-to-book ratios and higher forecasted growth values. (Source: Russell Investment Group).

The majority of trading in the Fund will take place on June 30th of each year after the annual reconstitution of the Russell indexes by the Russell Mellon Investment Company. The list of constituents is ranked based on total market capitalization as of May 31st of each year, with the actual reconstitution effective June 30th. Changes to the membership lists are pre-announced and subject to change if any corporate activity occurs or if any new information is received prior to release.

MRP-09-01 (1/09)  
(NB/IF)

142074 (1/09)  
x02537

Typically, passively managed portfolios are rebalanced when cash is accumulated due to dividend and interest receipts, monies received from corporate reorganizations (i.e. tenders, mergers and buybacks) and external cash flows.

AllianceBernstein will utilize index futures and Exchange Traded Funds to equitize short-term cash balances or effect basis trades to minimize transaction costs. These instruments are used if they provide a more cost-effective alternative than transacting in the cash market.

The Fund is valued daily.

RISKS OF INVESTMENT STRATEGIES

See "Risks of investing in the funds," later in this prospectus, for information on the risks associated with an investment in the Funds generally, and in the AllianceBernstein Growth Equity Fund specifically.

- 4. In the section of your Prospectus entitled, "Investment options," the following replaces the second and third paragraphs under "Investment strategies" for "The AllianceBernstein Mid Cap Growth Fund":

The Fund may also invest in other types of securities including convertible preferred stocks, convertible debt securities and short-term securities such as corporate notes, and temporarily invest in money market instruments. Additionally, the Fund may invest up to 10% of its total assets in restricted securities.

The Fund attempts to generate excess return by taking active risk in security selection by looking for companies with unique growth potential. Economic sector allocation will also be taken into consideration, and the Fund may also be concentrated in industries where research resources indicate there is high growth potential.

- 5. In the section of your Prospectus entitled "Investment options", the following replaces the Portfolio Manager information for the AllianceBernstein Growth Equity and AllianceBernstein Mid Cap Growth Funds in the chart under "Investment Manager":

<TABLE>
<CAPTION>
Fund Portfolio Manager Business experience for past 5 years
AllianceBernstein Growth Equity Fund Judith A. De Vivo Portfolio Manager at AllianceBernstein since 1984.
AllianceBernstein Mid Cap Growth Fund John H. Fogarty Portfolio Manager at AllianceBernstein since 1997.
</TABLE>

- 6. In the section of your Prospectus entitled "Investment options", all references to the AllianceBernstein Growth Equity Fund in the following subsections under "Risks of investing in the Funds" are deleted: "Securities of medium and smaller sized companies", "Non-equity securities" and "Foreign Investing." The subsection entitled "Investment concentration" is deleted in its entirety. The following is added as a new subsection under "Risks of investing in the Funds":

RISKS ASSOCIATED WITH THE ALLIANCEBERNSTEIN GROWTH EQUITY FUND

While the objective of the Fund is to approximate the return of the Russell 1000 Growth Index, the actual performance of the account may deviate from the Index as a result of transaction costs, equitization of cash, security price deviations, investment management fees, operating expense charges such as custody and audit fees, any potential future exchange trading limits, and internal stock restrictions, all of which affects the Fund but not the Index. This deviation is commonly referred to as "tracking error". The account attempts to minimize these deviations through a management process which strives to minimize transactions costs, keep the account fully invested and maintain a portfolio with characteristics that are systematically the same as those of the Russell 1000 Growth Index.

- 7. In the section of your Prospectus entitled, "Risks of investing in the Funds," the first sentence in the subsection entitled, "When-issued and delayed delivery securities," is deleted and replaced with the following:

The AllianceBernstein Balanced and AllianceBernstein Mid Cap Growth Funds may purchase and sell securities on a when-issued or delayed delivery basis.

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The purpose of this Supplement is to provide you with information regarding the AllianceBernstein Growth Equity and AllianceBernstein Mid Cap Growth Funds.

1. In the section of your Statement of Additional Information entitled, "Investment restrictions and certain investment techniques applicable to AllianceBernstein Growth Equity, AllianceBernstein Mid Cap Growth and AllianceBernstein Balanced Funds," please note the following changes:

- The reference to the AllianceBernstein Growth Equity Fund should be deleted from the first full paragraph following the list of bulleted statements.
- The second full paragraph following the series of bulleted statements is deleted and replaced with the following:

The AllianceBernstein Growth Equity Fund will not purchase or write puts and calls (options). The AllianceBernstein Mid Cap Growth Fund will not purchase or write puts (options).

2. In the section of your Statement of Additional Information entitled, "Portfolio managers' information (AllianceBernstein Growth Equity Fund, AllianceBernstein Mid Cap Growth Fund and AllianceBernstein Balanced Fund)," references to the former Portfolio Managers of the AllianceBernstein Growth Equity Fund Separate Account 4, Alan Levi, Jack Plym and Robert Ginsberg, are deleted. The following information regarding the new Portfolio Manager, Judith A. DeVivo, is added:

<TABLE>  
 <CAPTION>

-----  
 AllianceBernstein Growth Equity Fund, Separate Account No. 4 ("Fund")  
 AllianceBernstein L.P. ("Adviser")  
 Information as of February 17, 2009  
 -----

(a) (1) Portfolio manager(s) of the Adviser named in the prospectus	(a) (2) For each person identified in column (a) (1), the number of other accounts of the Adviser managed by the person within each category below and the total assets in the accounts managed within each category below						(a) (3) For each of the categories in column (a) (2), the number of accounts and the total assets in the accounts with respect to which the advisory fee is based on the performance of the account					
	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts		Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)
<S> Judith A. DeVivo	<C> N/A	<C> N/A	<C> N/A	<C> N/A	<C> N/A	<C> N/A	<C> 6	<C> 9,682	<C> 2	<C> 129	<C> 45	<C> 7,127

</TABLE>  
 Note: \$ MM means millions

Ownership of Securities of AXA's insurance products for which the Fund serves as an investment option (Retirement Investment Account, Members Retirement Program and American Dental Association):

<TABLE>  
 <CAPTION>

Portfolio Manager	None	\$1-\$10,000	\$10,001-\$50,000	\$50,001-\$100,000	\$100,001-\$500,000	\$500,001 - \$1,000,000	over \$1,000,000
<S> Judith A. DeVivo	<C> X	<C>	<C>	<C>	<C>	<C>	<C>

</TABLE>

The management of and investment decisions for the Fund's portfolio are made by AllianceBernstein's US Passive Team, which is responsible for management of all of AllianceBernstein's Passive accounts.

x02546

Judith A. DeVivo -- Senior Vice President and Senior Portfolio Manager--Blend Solutions

Ms. DeVivo is a senior vice president and senior portfolio manager. Ms. DeVivo manages equity portfolios benchmarked to a variety of indices including the S&P 500, S&P Midcap, MSCI EAFE, S&P Small Cap and Russell 2000 in addition to several customized accounts. Ms. DeVivo joined Alliance in 1971 and has held a variety of positions throughout the firm. Just prior to joining the Passive Management Group in 1984, Ms. DeVivo was head of portfolio administration for the firm. Location: New York.

In the same section, references to the former Portfolio Manager of the AllianceBernstein Mid Cap Growth Fund -- Separate Account 3, Catherine Wood, are deleted. The following information regarding the new Portfolio Manager, John H. Fogarty, is added:

<TABLE>  
<CAPTION>

-----  
AllianceBernstein Mid Cap Growth Fund, Separate Account No. 3 ("Fund")  
AllianceBernstein L.P. ("Adviser")  
Information as of February 17, 2009  
-----

(a) (1) Portfolio manager(s) of the Adviser named in the prospectus	(a) (2) For each person identified in column (a) (1), the number of other accounts of the Adviser managed by the person within each category below and the total assets in the accounts managed within each category below						(a) (3) For each of the categories in column (a) (2), the number of accounts and the total assets in the accounts with respect to which the advisory fee is based on the performance of the account					
	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts		Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)	Number of Accounts	Total Assets (\$MM)
<S> John H. Fogarty	<C> N/A	<C> N/A	<C> N/A	<C> N/A	<C> 1	<C> 896	<C> 2	<C> 806	<C> N/A	<C> N/A	<C> 1	<C> 896

</TABLE>  
Note: \$MM means millions

\* includes wrap fee accounts at the sponsor level  
For a description of any material conflicts, please see "Investment professional conflict of interest disclosure" later in the SAI.  
For compensation information, please see "Portfolio manager compensation" later in the SAI.

Ownership of Securities of AXA's insurance products for which the Fund serves as an investment option (Retirement Investment Account, Members Retirement Program and American Dental Association):

<TABLE>  
<CAPTION>

Portfolio Manager	None	\$1-\$10,000	\$10,001-\$50,000	\$50,001-\$100,000	\$100,001-\$500,000	\$500,001 - \$1,000,000	over \$1,000,000
<S> John H. Fogarty	<C> X	<C>	<C>	<C>	<C>	<C>	<C>

</TABLE>  
The management of and investment decisions for the Fund's portfolio are made by Mr. John H. Fogarty. Mr. Fogarty relies heavily on the fundamental research efforts of the firm's extensive internal fundamental and quantitative research staff.

John H. Fogarty -- Senior Vice President , US Sector Head and Research Analyst

Mr. Fogarty joined the growth fundamental research team covering consumer stocks in 2007. He began his career at Alliance Capital in 1988 performing quantitative research while attending Columbia. Mr. Fogarty started full time with the firm in 1992, joined the US Large Cap Growth team as a generalist and quantitative analyst in 1995, and became a US Large Cap Growth portfolio manager in 1997. He re-joined the firm in 2006 after spending nearly 3 years as a hedge fund manager at Dialectic Capital and Vardon Partners, respectively. Mr. Fogarty received his BA from Columbia University. CFA Charterholder.  
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