

SECURITIES AND EXCHANGE COMMISSION

FORM N-Q

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

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FILER

ALLIANCEBERNSTEIN BLENDED STYLE SERIES INC

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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: 811-21081

ALLIANCEBERNSTEIN BLENDED STYLE SERIES, 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: August 31, 2013

Date of reporting period: November 30, 2012

ITEM 1. SCHEDULE OF INVESTMENTS.

AllianceBernstein Retirement Strategies
2000 Retirement Strategy
Portfolio of Investments
November 30, 2012 (unaudited)

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 100.0%			
The AllianceBernstein Pooling Portfolios - Fixed Income - 60.5%			
Bond Inflation Protection Portfolio		220,345	\$2,525,155
Global Core Bond Portfolio		320,735	3,550,540
High-Yield Portfolio		18,166	190,923
Short Duration Bond Portfolio		408,619	3,898,220
			<u>10,164,838</u>
The AllianceBernstein Pooling Portfolios - Equity - 39.5%			
International Growth Portfolio		72,998	581,066
International Value Portfolio		85,472	582,064
Multi-Asset Real Return Portfolio		133,566	1,175,380
Small-Mid Cap Growth Portfolio		10,934	145,533
Small-Mid Cap Value Portfolio		11,921	145,198
U.S. Large Cap Growth Portfolio		61,295	766,804
U.S. Value Portfolio		85,678	767,674
Volatility Management Portfolio		239,724	2,478,743
			<u>6,642,462</u>
Total Investments - 100.0%			
(cost \$15,417,865) (a)			16,807,300
Other assets less liabilities - 0.0%			<u>1,917</u>
Net Assets - 100.0%			
			<u>\$16,809,217</u>

(a) 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 \$1,389,435 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$1,389,435.

AllianceBernstein Retirement Strategies

2000 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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 Strategy's own assumptions in determining the fair value of investments)

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.

The following table summarizes the valuation of the Strategy'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>
Mutual Funds		\$ 16,807,300	\$ - 0 -	\$ - 0 -	\$ 16,807,300

* There were no transfers between Level 1 and Level 2 during the reporting period.

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of 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).

AllianceBernstein Retirement Strategies
2005 Retirement Strategy
Portfolio of Investments
November 30, 2012 (unaudited)

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 100.6%			
The AllianceBernstein Pooling Portfolios - Equity - 50.8%			
International Growth Portfolio		116,376	\$926,355
International Value Portfolio		137,640	937,327
Multi-Asset Real Return Portfolio		173,842	1,529,815
Small-Mid Cap Growth Portfolio		18,721	249,181
Small-Mid Cap Value Portfolio		20,737	252,574
U.S. Large Cap Growth Portfolio		94,301	1,179,705
U.S. Value Portfolio		130,321	1,167,675
Volatility Management Portfolio		362,541	3,748,671
			<u>9,991,303</u>
The AllianceBernstein Pooling Portfolios - Fixed Income - 49.8%			
Bond Inflation Protection Portfolio		254,689	2,918,728
Global Core Bond Portfolio		314,378	3,480,165
High-Yield Portfolio		67,810	712,683
Short Duration Bond Portfolio		283,259	2,702,291
			<u>9,813,867</u>
Total Investments - 100.6%			
(cost \$16,650,552) (a)			19,805,170
Other assets less liabilities - (0.6)%			<u>(120,901)</u>
Net Assets - 100.0%			<u>\$19,684,269</u>

(a) 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 \$3,154,618 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$3,154,618.

AllianceBernstein Retirement Strategies

2005 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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 Strategy's own assumptions in determining the fair value of investments)

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.

The following table summarizes the valuation of the Strategy'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>
Mutual Funds		\$ 19,805,170	\$ - 0 -	\$ - 0 -	\$ 19,805,170

* There were no transfers between Level 1 and Level 2 during the reporting period.

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of the reporting period.

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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).

AllianceBernstein Retirement Strategies
2010 Retirement Strategy
Portfolio of Investments
November 30, 2012 (unaudited)

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 100.0%			
The AllianceBernstein Pooling Portfolios - Equity - 59.7%			
International Growth Portfolio		574,608	\$4,573,881
International Value Portfolio		672,779	4,581,626
Multi-Asset Real Return Portfolio		783,004	6,890,438
Small-Mid Cap Growth Portfolio		98,116	1,305,918
Small-Mid Cap Value Portfolio		107,943	1,314,746
U.S. Large Cap Growth Portfolio		443,039	5,542,414
U.S. Value Portfolio		619,266	5,548,626
Volatility Management Portfolio		1,451,474	<u>15,008,242</u>
			<u>44,765,891</u>
The AllianceBernstein Pooling Portfolios - Fixed Income - 40.3%			
Bond Inflation Protection Portfolio		950,007	10,887,072
Global Core Bond Portfolio		1,014,414	11,229,565
High-Yield Portfolio		420,623	4,420,746
Short Duration Bond Portfolio		386,996	<u>3,691,943</u>
			<u>30,229,326</u>
Total Investments - 100.0%			
(cost \$61,972,655) (a)			74,995,217
Other assets less liabilities - 0.0%			<u>32,870</u>
Net Assets - 100.0%			
			<u>\$75,028,087</u>

(a) 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 \$13,022,562 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$13,022,562.

AllianceBernstein Retirement Strategies

2010 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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

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

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The following table summarizes the valuation of the Strategy'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>
Mutual Funds		\$ 74,995,217	\$ - 0 -	\$ - 0 -	\$ 74,995,217

* There were no transfers between Level 1 and Level 2 during the reporting period.

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of the reporting period.

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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).

AllianceBernstein Retirement Strategies
2015 Retirement Strategy
Portfolio of Investments
November 30, 2012 (unaudited)

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 100.1%			
The AllianceBernstein Pooling Portfolios - Equity - 68.7%			
International Growth Portfolio		1,746,544	\$13,902,489
International Value Portfolio		2,044,944	13,926,071
Multi-Asset Real Return Portfolio		2,048,131	18,023,549
Small-Mid Cap Growth Portfolio		320,147	4,261,160
Small-Mid Cap Value Portfolio		352,200	4,289,802
U.S. Large Cap Growth Portfolio		1,307,676	16,359,030
U.S. Value Portfolio		1,827,831	16,377,363
Volatility Management Portfolio		3,479,052	35,973,393
			<u>123,112,857</u>
The AllianceBernstein Pooling Portfolios - Fixed Income - 31.4%			
Bond Inflation Protection Portfolio		1,810,061	20,743,306
Global Core Bond Portfolio		2,085,321	23,084,501
High-Yield Portfolio		1,187,058	12,475,979
			<u>56,303,786</u>
Total Investments - 100.1%			
(cost \$146,681,321) (a)			179,416,643
Other assets less liabilities - (0.1)%			<u>(201,579)</u>
Net Assets - 100.0%			
			<u>\$179,215,064</u>

(a) 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 \$32,735,322 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$32,735,322.

AllianceBernstein Retirement Strategies

2015 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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

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

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The following table summarizes the valuation of the Strategy'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>
Mutual Funds	\$ 179,416,643	\$ - 0 -	\$ - 0 -	\$ 179,416,643

* *There were no transfers between Level 1 and Level 2 during the reporting period.*

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of 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).

AllianceBernstein Retirement Strategies
2020 Retirement Strategy
Portfolio of Investments
November 30, 2012 (unaudited)

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 99.9%			
The AllianceBernstein Pooling Portfolios - Equity - 75.3%			
International Growth Portfolio		3,052,060	\$24,294,396
International Value Portfolio		3,573,544	24,335,831
Multi-Asset Real Return Portfolio		3,037,687	26,731,643
Small-Mid Cap Growth Portfolio		626,644	8,340,634
Small-Mid Cap Value Portfolio		683,235	8,321,808
U.S. Large Cap Growth Portfolio		2,231,956	27,921,775
U.S. Value Portfolio		3,119,761	27,953,061
Volatility Management Portfolio		5,171,809	53,476,502
			<u>201,375,650</u>
The AllianceBernstein Pooling Portfolios - Fixed Income - 24.6%			
Bond Inflation Protection Portfolio		1,563,008	17,912,073
Global Core Bond Portfolio		2,644,511	29,274,731
High-Yield Portfolio		1,775,154	18,656,867
			<u>65,843,671</u>
Total Investments - 99.9%			
(cost \$222,115,361) (a)			267,219,321
Other assets less liabilities - 0.1%			266,739
Net Assets - 100.0%			
			<u>\$267,486,060</u>

(a) 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 \$45,103,960 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$45,103,960.

AllianceBernstein Retirement Strategies

2020 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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 Strategy's own assumptions in determining the fair value of investments)

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.

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

	Investments in Securities*:	Level 1	Level 2	Level 3	Total
Mutual Funds		\$ 267,219,321	\$ - 0 -	\$ - 0 -	\$ 267,219,321

* There were no transfers between Level 1 and Level 2 during the reporting period.

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of 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).

AllianceBernstein Retirement Strategies
2025 Retirement Strategy
Portfolio of Investments
November 30, 2012 (unaudited)

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 100.3%			
The AllianceBernstein Pooling Portfolios - Equity - 82.7%			
International Growth Portfolio		3,148,811	\$25,064,535
International Value Portfolio		3,689,203	25,123,474
Multi-Asset Real Return Portfolio		2,432,186	21,403,235
Small-Mid Cap Growth Portfolio		671,372	8,935,958
Small-Mid Cap Value Portfolio		739,907	9,012,067
U.S. Large Cap Growth Portfolio		2,301,535	28,792,199
U.S. Value Portfolio		3,190,273	28,584,847
Volatility Management Portfolio		4,236,873	43,809,272
			<u>190,725,587</u>
The AllianceBernstein Pooling Portfolios - Fixed Income - 17.6%			
Bond Inflation Protection Portfolio		432,377	4,955,046
Global Core Bond Portfolio		1,772,213	19,618,395
High-Yield Portfolio		1,513,320	15,904,994
			<u>40,478,435</u>
Total Investments - 100.3%			
(cost \$191,983,986) (a)			231,204,022
Other assets less liabilities - (0.3)%			<u>(650,443)</u>
Net Assets - 100.0%			
			<u>\$230,553,579</u>

(a) 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 \$39,220,036 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$39,220,036.

AllianceBernstein Retirement Strategies

2025 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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 Strategy's own assumptions in determining the fair value of investments)

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.

The following table summarizes the valuation of the Strategy'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>
Mutual Funds		\$ 231,204,022	\$ - 0 -	\$ - 0 -	\$231,204,022

* There were no transfers between Level 1 and Level 2 during the reporting period.

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of 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).

AllianceBernstein Retirement Strategies
2030 Retirement Strategy
Portfolio of Investments
November 30, 2012 (unaudited)

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 99.9%			
The AllianceBernstein Pooling Portfolios - Equity - 87.8%			
International Growth Portfolio		3,334,502	\$26,542,640
International Value Portfolio		3,904,214	26,587,699
Multi-Asset Real Return Portfolio		1,821,359	16,027,958
Small-Mid Cap Growth Portfolio		712,317	9,480,939
Small-Mid Cap Value Portfolio		776,641	9,459,488
U.S. Large Cap Growth Portfolio		2,443,753	30,571,346
U.S. Value Portfolio		3,411,218	30,564,510
Volatility Management Portfolio		3,030,026	31,330,469
			<u>180,565,049</u>
The AllianceBernstein Pooling Portfolios - Fixed Income - 12.1%			
Global Core Bond Portfolio		1,117,447	12,370,136
High-Yield Portfolio		1,180,483	12,406,873
			<u>24,777,009</u>
Total Investments - 99.9%			
(cost \$168,393,068) (a)			205,342,058
Other assets less liabilities - 0.1%			185,434
Net Assets - 100.0%			
			<u>\$205,527,492</u>

(a) 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 \$36,948,990 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$36,948,990.

AllianceBernstein Retirement Strategies

2030 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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 Strategy's own assumptions in determining the fair value of investments)

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.

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

	Investments in Securities*:	Level 1	Level 2	Level 3	Total
Mutual Funds		\$ 205,342,058	\$ - 0 -	\$ - 0 -	\$ 205,342,058

* There were no transfers between Level 1 and Level 2 during the reporting period.

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of 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).

AllianceBernstein Retirement Strategies
2035 Retirement Strategy
Portfolio of Investments
November 30, 2012 (unaudited)

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 99.9%			
The AllianceBernstein Pooling Portfolios - Equity - 92.3%			
International Growth Portfolio		2,784,497	\$22,164,592
International Value Portfolio		3,260,229	22,202,163
Multi-Asset Real Return Portfolio		1,019,272	8,969,595
Small-Mid Cap Growth Portfolio		594,771	7,916,404
Small-Mid Cap Value Portfolio		654,179	7,967,894
U.S. Large Cap Growth Portfolio		2,036,078	25,471,340
U.S. Value Portfolio		2,836,678	25,416,636
Volatility Management Portfolio		1,636,335	16,919,698
			<u>137,028,322</u>
The AllianceBernstein Pooling Portfolios - Fixed Income - 7.6%			
Global Core Bond Portfolio		660,120	7,307,527
High-Yield Portfolio		381,537	4,009,958
			<u>11,317,485</u>
Total Investments - 99.9%			
(cost \$122,034,970) (a)			148,345,807
Other assets less liabilities - 0.1%			94,271
Net Assets - 100.0%			
			<u>\$148,440,078</u>

(a) 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 \$26,310,837 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$26,310,837.

AllianceBernstein Retirement Strategies

2035 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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 Strategy's own assumptions in determining the fair value of investments)

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.

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

	Investments in Securities*:	Level 1	Level 2	Level 3	Total
Mutual Funds		\$ 148,345,807	\$ - 0 -	\$ - 0 -	\$ 148,345,807

* There were no transfers between Level 1 and Level 2 during the reporting period.

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of 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).

AllianceBernstein Retirement Strategies
2040 Retirement Strategy
Portfolio of Investments
November 30, 2012 (unaudited)

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 100.3%			
The AllianceBernstein Pooling Portfolios - Equity - 95.4%			
International Growth Portfolio		2,648,334	\$21,080,739
International Value Portfolio		3,100,825	21,116,618
Multi-Asset Real Return Portfolio		719,468	6,331,319
Small-Mid Cap Growth Portfolio		564,604	7,514,882
Small-Mid Cap Value Portfolio		617,111	7,516,413
U.S. Large Cap Growth Portfolio		1,924,153	24,071,148
U.S. Value Portfolio		2,689,187	24,095,119
Volatility Management Portfolio		960,591	9,932,510
			<u>121,658,748</u>
The AllianceBernstein Pooling Portfolios - Fixed Income - 4.9%			
Global Core Bond Portfolio		569,340	6,302,588
Total Investments - 100.3%			
(cost \$102,631,072) (a)			127,961,336
Other assets less liabilities - (0.3)%			(380,241)
Net Assets - 100.0%			
			<u>\$127,581,095</u>

(a) 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 \$25,330,264 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$25,330,264.

AllianceBernstein Retirement Strategies

2040 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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 Strategy's own assumptions in determining the fair value of investments)

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.

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

	Investments in Securities*:	Level 1	Level 2	Level 3	Total
Mutual Funds		\$ 127,961,336	\$ - 0 -	\$ - 0 -	\$ 127,961,336

* There were no transfers between Level 1 and Level 2 during the reporting period.

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of 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).

AllianceBernstein Retirement Strategies
2045 Retirement Strategy
Portfolio of Investments
November 30, 2012 (unaudited)

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 100.1%			
The AllianceBernstein Pooling Portfolios - Equity - 95.1%			
International Growth Portfolio		2,012,884	\$16,022,556
International Value Portfolio		2,356,774	16,049,628
Multi-Asset Real Return Portfolio		514,933	4,531,408
Small-Mid Cap Growth Portfolio		429,760	5,720,106
Small-Mid Cap Value Portfolio		470,289	5,728,126
U.S. Large Cap Growth Portfolio		1,462,164	18,291,676
U.S. Value Portfolio		2,039,642	18,275,189
Volatility Management Portfolio		244,218	2,525,219
			<u>87,143,908</u>
The AllianceBernstein Pooling Portfolios - Fixed Income - 5.0%			
Global Core Bond Portfolio		408,554	4,522,688
Total Investments - 100.1%			
(cost \$74,058,189) (a)			91,666,596
Other assets less liabilities - (0.1)%			(49,680)
Net Assets - 100.0%			<u>\$91,616,916</u>

(a) 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 \$17,608,407 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$17,608,407.

AllianceBernstein Retirement Strategies

2045 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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 Strategy's own assumptions in determining the fair value of investments)

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.

The following table summarizes the valuation of the Strategy'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>
Mutual Funds		\$ 91,666,596	\$ - 0 -	\$ - 0 -	\$ 91,666,596

* *There were no transfers between Level 1 and Level 2 during the reporting period.*

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of 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).

AllianceBernstein Retirement Strategies**2050 Retirement Strategy****Portfolio of Investments****November 30, 2012 (unaudited)**

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 100.1%			
The AllianceBernstein Pooling Portfolios - Equity - 95.1%			
International Growth Portfolio		534,691	\$4,256,140
International Value Portfolio		625,744	4,261,313
Multi-Asset Real Return Portfolio		133,796	1,177,407
Small-Mid Cap Growth Portfolio		115,631	1,539,055
Small-Mid Cap Value Portfolio		125,869	1,533,081
U.S. Large Cap Growth Portfolio		387,087	4,842,454
U.S. Value Portfolio		540,517	4,843,036
			<u>22,452,486</u>
The AllianceBernstein Pooling Portfolios - Fixed Income - 5.0%			
Global Core Bond Portfolio		106,480	1,178,737
Total Investments - 100.1%			
(cost \$19,917,957) (a)			23,631,223
Other assets less liabilities - (0.1)%			<u>(14,787)</u>
Net Assets - 100.0%			<u>\$23,616,436</u>

(a) 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 \$3,713,266 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$3,713,266.

AllianceBernstein Retirement Strategies

2050 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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 Strategy's own assumptions in determining the fair value of investments)

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.

The following table summarizes the valuation of the Strategy'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>
Mutual Funds		\$ 23,631,223	\$ - 0 -	\$ - 0 -	\$ 23,631,223

* *There were no transfers between Level 1 and Level 2 during the reporting period.*

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of 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).

AllianceBernstein Retirement Strategies
2055 Retirement Strategy
Portfolio of Investments
November 30, 2012 (unaudited)

	<u>Company</u>	<u>Shares</u>	<u>U.S. \$ Value</u>
MUTUAL FUNDS - 100.1%			
The AllianceBernstein Pooling Portfolios - Equity - 95.1%			
International Growth Portfolio		167,444	\$1,332,854
International Value Portfolio		196,049	1,335,092
Multi-Asset Real Return Portfolio		41,952	369,178
Small-Mid Cap Growth Portfolio		36,224	482,149
Small-Mid Cap Value Portfolio		39,511	481,243
U.S. Large Cap Growth Portfolio		121,251	1,516,852
U.S. Value Portfolio		169,396	1,517,787
			<u>7,035,155</u>
The AllianceBernstein Pooling Portfolios - Fixed Income - 5.0%			
Global Core Bond Portfolio		33,387	369,595
Total Investments - 100.1%			
(cost \$6,566,881) (a)			7,404,750
Other assets less liabilities - (0.1)%			<u>(6,958)</u>
Net Assets - 100.0%			
			<u>\$7,397,792</u>

(a) 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 \$837,869 and gross unrealized depreciation of investments was \$0, resulting in net unrealized appreciation of \$837,869.

AllianceBernstein Retirement Strategies

2055 Retirement Strategy

November 30, 2012 (unaudited)

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Portfolio would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. U.S. GAAP establishes 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 (including those valued based on their market values) or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Portfolio. Unobservable inputs reflect the Portfolio'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 Strategy's own assumptions in determining the fair value of investments)

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.

The following table summarizes the valuation of the Strategy'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>
Mutual Funds		\$ 7,404,750	\$ - 0 -	\$ - 0 -	\$ 7,404,750

* There were no transfers between Level 1 and Level 2 during the reporting period.

The Fund recognizes all transfers between levels of the fair value hierarchy and assumes the financial instruments were transferred at the beginning of 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 Blended Style Series, 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 Blended Style Series, 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 Blended Style Series, 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