

ALLIANCEBERNSTEIN INCOME FUND INC  
Form N-Q  
November 28, 2008

**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: 811-05207

**ALLIANCEBERNSTEIN INCOME FUND, INC.**

(Exact name of registrant as specified in charter)

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

(Address of principal executive offices) (Zip code)

Joseph J. Mantineo

AllianceBernstein L.P.

1345 Avenue of the Americas

**New York, New York 10105**

(Name and address of agent for service)

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

Date of fiscal year end: December 31, 2008

Date of reporting period: September 30, 2008

**ITEM 1. SCHEDULE OF INVESTMENTS.**

## AllianceBernstein Income Fund

## Portfolio of Investments

September 30, 2008 (unaudited)

		Principal Amount (000)	U.S. \$ Value
<b>GOVERNMENTS - TREASURIES - 67.8%</b>			
<b>Treasuries - 67.8%</b>			
Mexican Bonos			
Series M 20			
8.00%, 12/07/23 (a)	MXN	18,624	\$ 1,634,370
Series M 30			
10.00%, 11/20/36 (a)		139,115	14,722,162
Series MII0			
9.00%, 12/20/12 (a)		363,956	34,027,835
Peru Bono Soberano			
7.84%, 8/12/20 (a)	PEN	220	69,908
9.91%, 5/05/15 (a)		1,600	576,896
Series 7			
8.60%, 8/12/17 (a)		42,239	14,333,785
Republic of Brazil			
10.25%, 1/10/28 (a)	BRL	15,463	7,201,684
12.50%, 1/05/16 - 1/05/22 (a)		59,541	32,366,331
Republic of Colombia			
12.00%, 10/22/15 (a)	COP	22,469,000	10,747,101
U.S. Treasury Bond			
3.875%, 5/15/18 (a)	US\$	28,500	28,687,017
U.S. Treasury Bonds			
5.375%, 2/15/31 (b)		1,961	2,228,339
6.625%, 2/15/27 (c)		73,570	93,721,264
11.25%, 2/15/15 (b)(c)		168,000	243,678,792
12.50%, 8/15/14 (b)(c)		70,300	76,654,487
U.S. Treasury Notes			
3.50%, 11/15/09 (b)		154	156,876
4.00%, 2/15/15 (b)		179	187,978
4.00%, 6/15/09 - 3/15/10 (c)		145,000	148,093,800
4.125%, 5/15/15 (b)		795	838,849
4.125%, 8/15/10 (c)		21,844	22,736,524
4.25%, 11/15/13 - 8/15/14 (b)		427	454,141
4.375%, 8/15/12 (b)		700	745,445
4.50%, 2/15/16 (b)		598	637,431
4.625%, 11/15/16 (c)		15,966	17,018,766
4.75%, 5/15/14 (c)		60,280	65,837,093

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4.875%, 5/15/09 (a)(c)	85,000	86,613,640
4.875%, 2/15/12 (b)	250	268,672
4.875%, 8/15/16 (c)	64,000	69,275,008
5.125%, 5/15/16 (c)	3,000	3,301,407
U.S. Treasury Strips		
Zero Coupon, 5/15/17 (b)(c)(d)(e)	259,750	182,482,947
Zero Coupon, 11/15/21 (b)(d)	285,350	156,544,437

Total Governments - Treasuries  
(cost \$1,259,921,349)

1,315,842,985

**MORTGAGE PASS-THRU S - 31.5%**

**Agency Fixed Rate 30-Year - 22.8%**

Federal Gold Loan Mortgage Corp.

Series 2007

7.00%, 2/01/37 (b) 17,447 18,254,268

Federal Home Loan Mortgage Corp.

Series 2006

6.00%, 9/01/36 (b) 69,406 70,325,179

Federal National Mortgage Association

5.50%, TBA

47,500 47,366,430

Series 1998

8.00%, 6/01/28 (b) 82 89,444

Series 1999

7.50%, 11/01/29 (b) 100 108,031

Series 2006

6.50%, 8/01/36 (a)(b) 530 543,788

Series 2007

6.50%, 8/01/37 (b) 45,157 46,352,765

Series 2008

4.50%, 3/01/38 - 4/01/38 (b) 165,000 156,115,664

5.50%, 1/01/37 (a)(b) 19,709 19,681,416

5.50%, 1/01/37 (b) 83,273 83,156,707

Government National Mortgage Association

Series 1999

6.50%, 2/15/29 (b) 87 89,373

442,083,065

**Agency ARMS - 8.7%**

Federal Home Loan Mortgage Corp.

Series 2007

5.713%, 1/01/37 (b)(f) 40,511 40,906,405

5.811%, 2/01/37 (b)(f) 20,970 21,192,115

5.821%, 3/01/37 (b)(f) 22,570 22,819,241

5.98%, 2/01/37 (b)(f) 25,225 25,559,430

6.082%, 3/01/37 (b)(f) 13,923 14,108,149

Federal National Mortgage Association

Series 2006

5.85%, 11/01/36 (b)(f) 17,860 18,143,953

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<b>Series 2007</b>			
5.908%, 3/01/37 (b)(f)		25,902	26,264,920
			168,994,213
<b>Total Mortgage Pass-Thru s</b>			
(cost \$613,837,751)			611,077,278
<b>AGENCIES - 10.6%</b>			
<b>Agency Debentures - 10.6%</b>			
<b>Federal National Mortgage Association</b>			
3.375%, 5/19/11 (b)		41,000	41,084,132
5.375%, 6/12/17 (c)		76,000	79,683,796
<b>Resolution Funding Corp.</b>			
<b>Series 1990</b>			
Zero Coupon, 10/15/20 (a)		150,000	84,923,850
<b>Total Agencies</b>			
(cost \$189,937,237)			205,691,778
<b>CORPORATES - INVESTMENT GRADES - 8.3%</b>			
<b>Financial Institutions - 4.3%</b>			
<b>Banking - 1.9%</b>			
<b>ATF Bank</b>			
9.00%, 5/11/16 (a)(g)		5,223	3,446,553
<b>Barclays Bank PLC</b>			
8.55%, 6/15/11 (a)(g)(h)		638	585,767
<b>The Bear Stearns Co., Inc.</b>			
5.55%, 1/22/17 (a)		14,000	12,022,360
<b>JP Morgan Chase Capital XXV</b>			
<b>Series Y</b>			
6.80%, 10/01/37 (a)		5,100	3,909,426
<b>Manufacturers &amp; Traders Trust</b>			
6.625%, 12/04/17 (a)		506	420,732
<b>National Australia Bank Ltd.</b>			
<b>Series GMTN</b>			
5.50%, 5/20/15 (a)	EUR	50	65,592
<b>Royal Bank of Scotland Group PLC</b>			
7.648%, 9/30/31 (a)(h)	US\$	1,629	1,338,795
<b>TransCapitalInvest Ltd. for OJSC AK Transneft</b>			
7.70%, 8/07/13 (a)(g)		7,416	6,778,335
<b>UBS Preferred Funding Trust I</b>			
8.622%, 10/01/10 (a)(h)		3,760	3,634,228
<b>US Bank NA</b>			
6.30%, 2/04/14 (a)		2,695	2,627,250
<b>Wachovia Bank NA</b>			
4.875%, 2/01/15 (a)		3,841	2,276,699
			37,105,737
<b>Basic - 0.2%</b>			
<b>Morgan Stanley</b>			
10.09%, 5/03/17 (a)(g)	BRL	11,615	3,357,113

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**Brokerage - 0.7%**

Merrill Lynch & Co., Inc.			
5.70%, 5/02/17 (a)	US\$	13,500	11,049,952
6.05%, 5/16/16 (a)		2,678	2,185,090
			13,235,042

**Finance - 1.4%**

Capital One Financial Corp.			
6.75%, 9/15/17 (a)		1,830	1,610,943
CIT Group, Inc.			
7.625%, 11/30/12 (a)		10,435	6,619,609
Series MTN			
5.125%, 9/30/14 (a)		2,540	1,252,619
General Electric Capital Corp.			
5.625%, 5/01/18 (a)		4,750	4,015,061
6.44%, 11/15/22 (a)	GBP	238	390,191
IIRSA Norte Finance Ltd.			
8.75%, 5/30/24 (a)(g)	US\$	350	360,739
SLM Corp.			
5.05%, 11/14/14 (a)		3,610	2,202,100
Series MTNA			
5.375%, 5/15/14 (a)		11,385	7,058,700
VTB Capital SA			
6.609%, 10/31/12 (a)(g)		700	560,000
6.875%, 5/29/18 (a)(g)		2,716	2,087,925
			26,157,887

**Insurance - 0.1%**

American International Group, Inc.			
4.25%, 5/15/13 (a)		4,480	2,561,333
AMP Group Finance Services Ltd.			
7.125%, 8/06/09 (a)(h)(i)	GBP	50	87,833
AMP UK Finance Services PLC			
6.375%, 11/17/10 (a)		110	197,029
			2,846,195

**Other Finance - 0.0%**

Red Arrow Intl Leasing PLC			
8.375%, 6/30/12 (a)	RUB	13,033	457,128
			83,159,102

**Industrial - 3.8%**

**Basic - 1.7%**

Alcoa, Inc.			
5.55%, 2/01/17 (a)	US\$	7,883	7,041,561
Freeport-McMoRan Copper & Gold, Inc.			
8.375%, 4/01/17 (a)		7,500	7,387,500
GTL Trade Finance, Inc.			
7.25%, 10/20/17 (a)(g)		2,536	2,431,491
Southern Copper Corp.			
7.50%, 7/27/35 (a)		5,107	4,721,702

Union Carbide Corp. 7.75%, 10/01/96 (a)	1,785	1,568,546
United States Steel Corp. 6.05%, 6/01/17 (a)(b)	965	838,538
Vale Overseas Ltd. 6.875%, 11/21/36 (a)	10,673	9,500,112
		33,489,450

**Capital Goods - 0.5%**

Caterpillar Financial Services Corp. 6.20%, 9/30/13 (a)	9,580	9,579,732
Legrand SA 8.50%, 2/15/25 (a)	10	10,035
Tyco International Group SA 6.00%, 11/15/13 (a)	140	137,184
		9,726,951

**Communications - Media - 0.0%**

BSKYB Finance UK PLC 5.625%, 10/15/15 (a)(g)	350	334,343
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**Communications - Telecommunications - 0.2%**

AT&T Corp. 8.00%, 11/15/31 (a)	1,000	1,012,750
Embarq Corp. 7.082%, 6/01/16 (a)	1,277	1,034,932
Qwest Corp. 7.625%, 6/15/15 (a)	700	609,000
Telekom Finanzmanagement 5.00%, 7/22/13 (a)	EUR 1,112	1,484,226
		4,140,908

**Consumer Cyclical - Other - 0.1%**

Starwood Hotels & Resorts Worldwide, Inc. 7.375%, 11/15/15 (a)	US\$ 1,213	1,145,687
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**Consumer Cyclical - Retailers - 0.2%**

Limited Brands, Inc. 6.90%, 7/15/17 (a)	5,593	4,715,056
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**Consumer Non-Cyclical - 0.1%**

Cadbury Schweppes US Finance LLC 5.125%, 10/01/13 (a)(g)	1,000	959,381
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**Energy - 0.6%**

Apache Corp. 6.90%, 9/15/18 (a)	5,215	5,222,635
Gaz Capital SA 6.212%, 11/22/16 (a)(g)	1,404	1,084,790
	3,335	2,401,200
Weatherford International Ltd. 5.15%, 3/15/13 (a)	1,595	1,536,063
6.00%, 3/15/18 (a)	730	655,403
		10,900,091





**Other Industrial - 0.2%**

Usiminas Commercial Ltd. 7.25%, 1/18/18 (a)(g)	4,263	4,143,482
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**Technology - 0.0%**

Electronic Data Systems Corp. Series B 6.00%, 8/01/13 (a)	600	611,752
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**Transportation - Airlines - 0.2%**

Qantas Airways Ltd. 6.05%, 4/15/16 (a)(g)	5,000	4,577,305
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**Transportation - Railroads - 0.0%**

Canadian Pacific Railway Co. 6.50%, 5/15/18 (a)	15	14,145
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74,758,551

**Non Corporate Sectors - 0.1%****Agencies - Not Government Guaranteed - 0.1%**

Gaz Capital SA 6.51%, 3/07/22 (a)(g)	1,893	1,351,224
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**Industrials - 0.1%****Basic - 0.1%**

JPMorgan Chase & Co. 7.00%, 6/28/17 (a)(g)	RUB 46,000	1,116,479
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## Total Corporates - Investment Grades

(cost \$188,804,346)		160,385,356
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**COMMERCIAL MORTGAGE-BACKED SECURITIES - 6.2%****Non-Agency Fixed Rate CMBS - 6.2%**

Banc of America Commercial Mortgage, Inc. Series 2007-5, Class A4 5.492%, 2/10/51 (a)	US\$ 3,919	3,261,739
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Bear Stearns Commercial Mortgage Securities, Inc. Series 2006-T24, Class A4 5.537%, 10/12/41 (a)	9,100	8,213,869
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Citigroup/Deutsche Bank Commercial Mortgage Trust Series 2007-CD4, Class A2B 5.205%, 12/11/49 (a)	150	139,449
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Commercial Mortgage Pass Through Certificates Series 2006-C8, Class A4 5.306%, 12/10/46 (a)	4,830	4,183,078
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Series 2007-C9, Class A4 6.01%, 12/10/49 (a)	5,030	4,327,880
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Credit Suisse Mortgage Capital Certificates Series 2006-C3, Class A3 6.021%, 6/15/38 (a)	100	90,897
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Series 2006-C4, Class A3 5.467%, 9/15/39 (a)	9,000	7,910,893
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Series 2006-C4, Class AM			
5.509%, 9/15/39 (a)	13,000		10,399,799
Series 2006-C5, Class A3			
5.311%, 12/15/39 (a)	13,000		11,268,455
Greenwich Capital Commercial Funding Corp.			
Series 2007-GG9, Class A2			
5.381%, 3/10/39 (a)	5,759		5,371,380
JP Morgan Chase Commercial Mortgage Securities			
Series 2006-CB15, Class AM			
5.855%, 6/12/43 (a)	1,651		1,366,246
JP Morgan Chase Commercial Mortgage Securities Corp.			
Series 2006-CB15, Class A4			
5.814%, 6/12/43 (a)	15,890		14,264,429
Series 2006-CB17, Class A4			
5.429%, 12/12/43 (a)	21,106		18,332,336
Series 2007-C1, Class A4			
5.716%, 2/15/51 (a)	5,224		4,365,160
Series 2007-CB18, Class A4			
5.44%, 6/12/47 (a)	155		129,311
Merrill Lynch Countrywide Commercial Mortgage Trust			
Series 2006-4, Class AM			
5.204%, 12/12/49 (a)	10,000		7,822,518
Series 2007-9, Class A4			
5.70%, 9/12/49 (a)	5,220		4,420,158
Merrill Lynch Mortgage Trust			
Series 2008-C1, Class A4			
5.69%, 2/12/51 (a)	6,000		5,070,664
Morgan Stanley Capital			
Series 2005-HQ6, Class A4A			
4.989%, 8/13/42 (a)	7,800		7,187,632
Series 2007-IQ15, Class A4			
6.077%, 6/11/49 (a)	2,306		1,995,651
Wachovia Bank Commercial Mortgage Trust			
Series 2006-C27, Class A3			
5.765%, 7/15/45 (a)	100		91,771
			120,213,315
<b>Non-Agency Floating Rate CMBS - 0.0%</b>			
Eclipse PLC			
Series 2007-1X, Class B			
6.046%, 1/25/20 (a)(f)(g)	GBP	59	81,365
<b>Total Commercial Mortgage-Backed Securities</b>			
(cost \$133,796,331)			120,294,680

**CORPORATES - NON-INVESTMENT GRADES - 5.8%****Industrial - 4.8%****Basic - 1.0%**

Citigroup (JSC Severstal)			
9.25%, 4/19/14 (a)(g)	US\$	230	174,800
Evraz Group SA			
8.25%, 11/10/15 (a)(g)		489	359,415
8.875%, 4/24/13 (a)(g)		3,697	2,809,720
Georgia Gulf Corp.			
10.75%, 10/15/16 (a)		250	112,500
Quality Distribution LLC			
9.00%, 11/15/10 (a)		1,875	787,500
Steel Capital SA for OAO Severstal			
9.75%, 7/29/13 (a)(g)		9,646	7,909,720
Vedanta Resources PLC			
8.75%, 1/15/14 (a)(g)		7,226	6,444,147
			18,597,802

**Capital Goods - 0.4%**

Associated Materials, Inc.			
11.25%, 3/01/14 (a)(j)		13,045	8,414,025
Berry Plastics Holding Corp.			
10.25%, 3/01/16 (a)		150	99,000
			8,513,025

**Communications - Media - 0.9%**

CCH I Holdings LLC			
11.75%, 5/15/14 (a)(i)		11,000	4,235,000
CCH I LLC			
11.00%, 10/01/15 (a)		4,009	2,645,940
Clear Channel Communications, Inc.			
5.75%, 1/15/13 (a)		220	97,900
Intelsat Bermuda Ltd.			
11.25%, 6/15/16 (a)		3,300	3,209,250
Paxson Communications Corp.			
9.041%, 1/15/13 (a)(f)(g)(k)		6,561	3,543,038
Rainbow National Services LLC			
10.375%, 9/01/14 (a)(g)		1,750	1,785,000
RH Donnelley Corp.			
Series A-1			
6.875%, 1/15/13 (a)		3	1,170
Series A-2			
6.875%, 1/15/13 (a)		6	2,340
Sirius Satellite Radio, Inc.			
9.625%, 8/01/13 (a)		1,650	874,500
Six Flags Operations, Inc.			
12.25%, 7/15/16 (a)(g)		423	387,045
			16,781,183

**Communications - Telecommunications - 1.1%**

Centennial Communications Corp.		
10.00%, 1/01/13 (a)	1,700	1,627,750
Digicel Ltd.		
9.25%, 9/01/12 (a)(g)	5,465	5,410,350
Inmarsat Finance PLC		
10.375%, 11/15/12 (a)(j)	6,475	6,377,875
Nextel Communications, Inc.		
Series E		
6.875%, 10/31/13 (a)	3,830	2,604,400
Terrestar Networks, Inc.		
15.00%, 2/15/14 (a)(g)(k)	2,790	1,953,025
Vip Finance		
8.375%, 4/30/13 (a)(g)	3,985	3,168,346
		21,141,746

**Consumer Cyclical - Automotive - 0.2%**

Ford Motor Credit Co.		
7.00%, 10/01/13 (a)	2,350	1,444,209
Gallery Capital SA		
10.125%, 5/15/13 (a)(g)	3,315	2,706,466
		4,150,675

**Consumer Cyclical - Other -0.1%**

Broder Brothers Co.		
Series B		
11.25%, 10/15/10 (a)	1,100	572,000
Six Flags, Inc.		
9.625%, 6/01/14 (a)	1,023	572,880
William Lyon Homes, Inc.		
10.75%, 4/01/13 (a)	2,000	860,000
		2,004,880

**Consumer Cyclical - Retailers -0.0%**

Burlington Coat Factory Warehouse Corp.		
11.125%, 4/15/14 (a)	1,600	884,000

**Consumer Non-Cyclical - 0.3%**

Central European Distribution Corp.		
8.00%, 7/25/12 (a)(g)	EUR 62	80,204
Dole Food Co., Inc.		
8.875%, 3/15/11 (a)	US\$ 1,150	966,000
Select Medical Corp.		
7.625%, 2/01/15 (a)	250	202,500
8.834%, 9/15/15 (a)(f)	5,000	4,075,000
		5,323,704

**Energy - 0.2%**

TNK-BP Finance SA		
7.50%, 7/18/16 (a)(g)	5,353	3,747,100

**Other Industrial - 0.2%**

Noble Group Ltd.			
8.50%, 5/30/13 (a)(g)	3,093		2,551,725
RBS Global, Inc. and Rexnord Corp.			
11.75%, 8/01/16 (a)	2,150		2,021,000
Yioula Glassworks SA			
9.00%, 12/01/15 (a)(g)	EUR 253		242,198
			4,814,923

**Services - 0.2%**

Noble Group Ltd.			
6.625%, 3/17/15 (a)(g)	US\$ 3,560		2,776,800
West Corp.			
11.00%, 10/15/16 (a)	150		108,000
			2,884,800

**Technology - 0.0%**

Freescale Semiconductor, Inc.			
10.125%, 12/15/16 (a)	300		192,000

**Transportation - Services - 0.2%**

The Hertz Corp.			
10.50%, 1/01/16 (a)	5,000		4,175,000
			93,210,838

**Financial Institutions - 1.0%****Banking - 0.1%**

ALB Finance BV			
9.25%, 9/25/13 (a)(g)	276		143,520
CenterCredit International BV			
8.625%, 1/30/14 (a)(g)	2,297		1,607,900
Kazkommerts International BV			
8.50%, 4/16/13 (a)(g)	325		191,802
RS Finance (RSB)			
7.50%, 10/07/10 (a)(g)	386		262,480
			2,205,702

**Brokerage - 0.0%**

Lehman Brothers Holdings, Inc.			
Series MTN			
6.875%, 5/02/18 (a)(l)	3,605		450,625

**Finance - 0.6%**

Chaoda Modern Agriculture			
7.75%, 2/08/10 (a)(g)	4,505		4,503,558
General Motors Acceptance Corp.			
6.75%, 12/01/14 (a)	10,000		3,838,140
6.875%, 9/15/11 (a)	3,960		1,766,901
8.00%, 11/01/31 (a)	4,000		1,509,108
			11,617,707

**Insurance - 0.3%**

Fairfax Financial Holdings Ltd.			
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8.30%, 4/15/26 (a)

5,000

4,300,000

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Resolution PLC			
6.586%, 4/25/16 (a)(h)	GBP	50	43,557
			4,343,557
			18,617,591
Total Corporates - Non-Investment Grades (cost \$157,537,503)			111,828,429
<b>BANK LOANS - 4.3%</b>			
<b>Industrial - 3.6%</b>			
<b>Basic - 0.8%</b>			
Blockbuster, Inc.			
6.54%-6.95%, 8/20/11 (h)	US\$	679	607,374
Celanese US Holdings LLC			
4.28%, 4/02/14 (h)		997	911,861
Dealer Computer Services, Inc.			
5.70%, 10/26/12 (h)		629	560,056
Dresser, Inc.			
5.05%-5.95%, 5/04/14 (h)		1,699	1,532,905
Flakeboard			
10.53%-11.26%, 7/28/12 (h)(k)		1,821	1,456,738
Georgia-Pacific Corp.			
4.56%-5.51%, 12/20/12 (h)		1,435	1,251,699
Graphic Packaging Holding Co.			
5.53%-6.51%, 5/16/14 (h)		1,971	1,763,350
Hexion Specialty			
5.06%, 5/06/13 (h)		819	614,586
6.06%, 5/06/13 (h)		178	133,165
Huntsman International LLC			
5.45%, 4/21/14 (h)		939	825,337
London Arena and Waterfront			
5.31%, 3/08/12 (h)		1,388	1,263,005
Lyondellbasell			
7.00%, 12/22/14 (h)		1,393	978,582
Newpage Corp.			
7.00%-7.75%, 12/22/14 (h)		496	452,262
Talecris Biotherapeutics, Inc.			
9.31%, 12/08/14 (h)		900	868,500
TDS Investor Corp.			
6.01%, 8/23/13 (h)		445	353,952
Trinidad Drilling			
4.98%, 5/01/11 (h)		976	927,042
VML US Finance LLC			
6.02%, 5/25/12 (h)		333	303,147
			14,803,561
<b>Capital Goods - 0.1%</b>			
GPS CCMP Merger Corp.			
5.28%, 11/11/13 (h)		449	320,346



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Graham Packaging		
4.75%-6.06%, 10/07/11 (h)	992	888,237
Manitowoc Co., Inc.		
8/25/14 (m)	525	501,637
Sequa Corp.		
5.94%-7.25%, 12/03/14 (h)	426	378,918
		2,089,138

**Communications - Media - 0.5%**

Charter Communications Operating LLC		
4.80%, 3/06/14 (h)	1,489	1,183,139
CSC Holdings, Inc. (Cablevision)		
4.56%, 3/29/13 (h)	1,491	1,341,973
IDEARC, Inc. (Verizon)		
5.71%-5.77%, 11/17/14 (h)	1,481	868,950
Metro-Goldwyn Mayer		
7.01%, 4/09/12 (h)	2,438	1,639,219
Thomson Learning		
6.20%, 7/03/14 (h)	1,485	1,204,973
Univision Communications, Inc.		
5.04%-6.25%, 9/29/14 (h)(k)	1,500	955,005
VML US Finance LLC		
6.02%, 5/25/13 (h)	750	682,080
Wide Open West Finance LLC		
5.29%-6.26%, 6/30/14 (h)	2,500	1,875,000
		9,750,339

**Communications - Telecommunications - 0.5%**

Alltel Corp.		
4.99%, 5/15/15 (h)	1,238	1,207,429
Cebridge Connections		
7.30%, 5/05/14 (h)	1,250	1,003,125
8.80%, 5/05/14 (h)(k)	2,512	2,030,171
HIT Entertainment Ltd.		
4.80%, 3/20/12 (h)	732	607,588
Level 3 Communications		
4.73%-5.03%, 3/13/14 (h)	3,000	2,544,390
Sorenson Communications, Inc.		
6.21%, 8/16/13 (h)	1,077	1,009,928
Telesat Canada		
5.80%-6.71%, 10/31/14 (h)	1,833	1,644,153
5.89%-6.77%, 10/31/14 (h)	157	141,210
		10,187,994

**Consumer Cyclical - Automotive - 0.1%**

Ford Motor Co.		
5.49%, 12/16/13 (h)	1,480	977,119
Visteon Corp.		
5.49%, 6/13/13 (h)	2,000	1,232,860
		2,209,979

**Consumer Cyclical - Other - 0.2%**

Allison Transmission, Inc. 5.24%-5.27%, 8/07/14 (h)	487	402,535
Hanesbrands, Inc. 4.54%-5.45%, 9/05/13 (h)	1,000	903,500
Harrah s Operating Co., Inc. 5.80%-6.76%, 1/28/15 (h)	1,493	1,219,029
Penn National Gaming, Inc. 4.24%-4.55%, 10/03/12 (h)	647	586,773
Six Flags, Inc. 4.94%-5.46%, 4/30/15 (h)	988	771,899
TDS Investor Corp. 6.01%, 8/23/13 (h)	89	71,021
VML US Finance LLC 6.02%, 5/27/13 (h)	667	606,293
		4,561,050

**Consumer Cyclical - Retailers - 0.1%**

Mattress Holding Corp. 5.96%, 1/18/14 (h)	494	333,290
Petco Animal Supplies, Inc. 5.04%-6.01%, 10/26/13 (h)	983	859,687
Targus Group International 6.45%-6.60%, 11/22/12 (h)	902	593,309
		1,786,286

**Consumer Non-Cyclical - 0.6%**

Aramark Corp. 8.38%, 1/26/14 (h)	985	1,488,505
Best Brands Corp. 2.50%-8.98%, 12/12/12 (h)(k)	622	447,628
Beverly Enterprizes 6.51%, 3/14/11 (h)	947	852,589
Carestream Health, Inc. 8.04%-8.06%, 10/30/13 (h)	1,000	625,000
Community Health Services, Inc. 7/25/14 (m)	58	50,924
5.06%-5.97%, 7/25/14 (h)	1,134	995,368
Harlan Sprague Dawlwy, Inc. 5.25%-6.50%, 7/11/14 (h)	905	832,391
HCA, Inc. 6.01%, 11/18/13 (h)	1,732	1,533,374
HCR Healthcare, LLC 6.20%, 12/22/14 (h)	985	817,847
Health Management Associates 5.51%, 2/28/14 (h)	968	816,677
Mylan Laboratories, Inc. 7.00%-7.06%, 10/02/14 (h)	596	555,965

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Talecris Biotherapeutics, Inc. 6.31%, 12/06/13 (h)	2,061	1,994,390
Wrigley Jr Company 7/25/14 (n)	900	882,621
		11,893,279

**Energy - 0.2%**

Ashmore Energy International 0.5%-3.66%, 3/30/12 (h)	179	156,968
6.76%, 3/30/14 (h)	785	686,968
Dalbo, Inc. 5.98%-7.25%, 8/27/12 (h)	710	674,180
Infrastrux Group, Inc. 0.50%-7.45%, 11/03/12 (h)(k)	1,703	1,588,227
		3,106,343

**Services - 0.1%**

Chrysler Financial Services Americas LLC 6.82%, 8/03/12 (h)	991	671,429
Sabre, Inc. 4.79%-5.70%, 9/30/14 (h)	972	659,439
West Corp. 5.17%-6.07%, 10/24/13 (h)	985	738,750
		2,069,618

**Technology - 0.4%**

Asurion Corp. 5.49%-5.79%, 7/03/14 (h)	1,000	871,500
Dealer Computer Services, Inc. 9.20%, 10/26/13 (h)	498	440,852
Freescale Semiconductor, Inc. 4.23%, 11/29/13 (h)	1,485	1,205,921
IPC Systems, Inc. 6.01%, 6/02/14 (h)	1,975	1,392,375
9.01%, 6/01/15 (h)	2,000	1,095,000
Marvel Technology Group Ltd. 6.20%, 11/09/09 (h)	959	951,559
Sungard Data Systems, Inc. 4.55%, 2/28/14 (h)	992	861,553
Vertafore, Inc. 8.56%, 1/31/14 (h)	500	427,500
		7,246,260
		69,703,847

**Utility - 0.4%**

**Electric - 0.4%**

FirstLight Power Resources, Inc. 2.65%-3.66%, 11/01/13 (h)	109	103,574
5.75%, 11/01/13 (h)	849	803,855
7.71%, 5/01/14 (h)	2,000	1,880,000

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<b>Northeast Biofuels LLC</b>		
1.50%-6.09%, 6/28/13 (k)	28	14,146
6.09%-6.31%, 6/28/13	688	344,172
<b>Riverside Energy Center, LLC</b>		
7.04%, 6/24/11 (h)	1,490	1,489,761
<b>Rocky Mountain Energy</b>		
2.69%-4.35%, 6/24/11 (h)	127	127,438
7.04%, 6/24/11 (h)	745	745,402
<b>Texas Competitive Electronics</b>		
5.98%-7.26%, 10/10/14 (h)	743	626,113
<b>TXU Corp.</b>		
5.98%-7.26%, 10/10/14 (h)	1,789	1,504,936
		7,639,397

**Other Utility - 0.0%**

<b>GBGH LLC</b>		
2.0%-9.50%, 8/07/13 (h)(k)	647	627,299
		8,266,696

**Financial Institutions - 0.3%**

**Banking - 0.0%**

<b>North Las Vegas</b>		
7.70%, 5/09/11 (h)	61	42,581
11.95%, 5/09/12 (h)	2,100	420,000
		462,581

**Finance - 0.2%**

<b>First Data Corp.</b>		
5.92%-6.51%, 9/24/14 (h)	1,980	1,698,404
<b>LPL Holdings</b>		
5.51%, 6/28/13 (h)	1,740	1,600,552
<b>Natural Products</b>		
5.04%-6.01%, 3/08/14 (h)	938	562,686
		3,861,642

**Other Finance - 0.0%**

<b>Grosvenor Capital Management</b>		
4.50%-4.87%, 12/05/13 (h)	937	833,799

**REITS - 0.1%**

<b>Crescent Resources</b>		
6.92%, 9/07/12 (h)	1,000	542,500
<b>Landsource Communities</b>		
8.50%, 6/01/09 (k)	1,351	756,731
		1,299,231
		6,457,253

<b>Total Bank Loans</b> (cost \$102,561,383)		84,427,796
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**INFLATION-LINKED SECURITIES - 2.6%**

Republic of Uruguay		
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3.70%, 6/26/37 (a)

UYU 16,793

563,370

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U.S. Treasury Notes			
2.375%, 4/15/11 (TIPS) (b)	US\$	47,434	47,974,939
Unibanco Grand Cayman			
8.70%, 2/11/10 (a)(g)	BRL	5,243	2,564,672
Total Inflation-Linked Securities (cost \$50,229,135)			51,102,981

**EMERGING MARKETS - SOVEREIGNS - 2.6%**

**Non Corporate Sectors - 2.6%**

**Sovereign - 2.6%**

**Argentina - 0.4%**

Republic of Argentina			
3.127%, 8/03/12 (a)(f)	US\$	6,761	4,873,864
7.00%, 10/03/15 (a)		125	71,750
7.82%, 12/31/33 (a)	EUR	5,366	3,550,339
			8,495,953

**Colombia - 0.1%**

Republic of Colombia			
7.375%, 9/18/37 (a)	US\$	1,266	1,267,266

**Dominican Republic - 0.0%**

Dominican Republic			
Zero Coupon, 7/23/09 (a)		28,958	721,084

**Ecuador - 0.3%**

Republic of Ecuador			
9.375%, 12/15/15 (a)(g)		1,099	923,160
10.00%, 8/15/30 (a)(g)(i)		7,249	5,219,280
			6,142,440

**Indonesia - 1.2%**

Republic of Indonesia			
6.625%, 2/17/37 (a)(g)		720	573,300
6.75%, 3/10/14 (a)(g)		565	528,275
6.875%, 3/09/17 - 1/17/18 (a)(g)		8,280	7,339,180
7.75%, 1/17/38 (a)(g)		5,073	4,565,700
8.50%, 10/12/35 (a)(g)		801	790,987
12.90%, 6/17/22 (a)(g)		2,102,200	215,625
14.25%, 6/19/13 (a)(g)		80,000,000	8,872,384
			22,885,451

**Panama - 0.2%**

Republic of Panama			
9.375%, 4/01/29 (a)		2,284	2,832,160

**Venezuela - 0.4%**

Republic of Venezuela			
5.75%, 2/26/16 (a)		4,034	2,702,780
7.00%, 12/01/18 (a)(g)		3,615	2,394,937
8.50%, 10/08/14 (a)		3,490	2,748,375
13.625%, 8/15/18 (a)		458	480,900
			8,326,992

Total Emerging Markets - Sovereigns  
(cost \$60,361,990)

50,671,346

**EMERGING MARKETS - TREASURIES - 2.4%****Non Corporate Sectors - 2.4%****Sovereign - 2.4%****Colombia - 0.1%**

Republic of Colombia

9.85%, 6/28/27 (a) COP 3,498,000 1,458,756

**Turkey - 2.3%**

Turkey Government Bond

Zero Coupon, 2/04/09 (a) TRY 37,451 27,791,965

Zero Coupon, 5/06/09 (a) 682 484,243

16.00%, 3/07/12 (a) 22,812 16,720,118

44,996,326

Total Emerging Markets - Treasuries

(cost \$46,878,335) 46,455,082

**QUASI-SOVEREIGNS - 0.7%****Quasi-Sovereign Bonds - 0.7%**

Petronas Capital Ltd.

7.00%, 5/22/12 (a)(g) US\$ 873 948,960

RSHB Capital SA for OJSC Russian Agricultural Bank

6.299%, 5/15/17 (a)(g) 298 208,242

7.125%, 1/14/14 (a)(g) 12,351 10,220,453

7.75%, 5/29/18 (a)(g) 2,354 1,784,685

Total Quasi-Sovereigns

(cost \$15,663,856) 13,162,340

**GOVERNMENTS - SOVEREIGN AGENCIES - 0.7%****Indonesia - 0.3%**

Majapahit Holding BV

7.875%, 6/29/37 (a)(g) 6,188 4,579,120

**Kazakhstan - 0.4%**

KazMunaiGaz Finance Sub BV

8.375%, 7/02/13 (a)(g) 9,625 8,277,500

Total Governments - Sovereign Agencies

(cost \$14,773,046) 12,856,620

**CMOS - 0.3%****Non-Agency Floating Rate - 0.3%**

Merrill Lynch Mortgage Investors, Inc.

Series 2005-A9, Class 2A1A

5.141%, 12/25/35 (a)(f) 6,085 5,685,268

**Agency Fixed Rate - 0.0%**

Government National Mortgage Association

Series 2006-32, Class XM

0.75%, 11/16/45 (a)(h) 6,112 249,130

Total CMOs

(cost \$5,997,589) 5,934,398



**GOVERNMENTS - SOVEREIGN BONDS - 0.2%**

Republic of Brazil		
8.25%, 1/20/34 (a)(o)		
(cost \$4,526,259)	4,331	4,904,857

**EMERGING MARKETS - CORPORATE BONDS - 0.1%****Financial Institutions - 0.1%****Banking - 0.1%**

Banco BMG SA		
9.15%, 1/15/16 (a)(g)	400	356,000

**Utility - 0.0%****Electric - 0.0%**

AES El Salvador Trust		
6.75%, 2/01/16 (a)(g)	350	334,824

**Non Corporate Sectors - 0.0%****Sovereign - 0.0%****Russia - 0.0%**

Alfa Bond Issuance PLC		
8.625%, 12/09/15 (a)(h)	300	247,884

**Industrial - 0.0%****Consumer Cyclical - Other - 0.0%**

Peermont Global Pty Ltd.		
7.75%, 4/30/14 (a)(g)	EUR 50	45,050

**Consumer Non-Cyclical - 0.0%**

Foodcorp Ltd.		
8.875%, 6/15/12 (a)(g)	194	172,061

217,111

Total Emerging Markets - Corporate Bonds  
(cost \$1,351,849)

1,155,819

Shares

**PREFERRED STOCKS - 0.0%****Non Corporate Sectors - 0.0%****Agencies - Government Sponsored - 0.0%**

Federal National Mortgage Association		
8.25% (a)(h)		
(cost \$3,133,125)	125,325	273,209

	Principal Amount (000)	
<b>LOCAL GOVERNMENTS - REGIONAL BONDS - 0.0%</b>		
Bogota Distrito Capital 9.75%, 7/26/28 (a)(g) (cost \$192,017)	COP 438,000	164,471
<b>Shares</b>		
<b>WARRANTS - 0.0%</b>		
Republic of Venezuela, expiring 4/15/20 (p) (cost \$0)	1,785	0
<b>SHORT-TERM INVESTMENTS - 9.5%</b>		
<b>Investment Companies - 9.5%</b>		
AllianceBernstein Fixed-Income Shares, Inc. - Government STIF Portfolio (q) (cost \$183,650,701)	183,650,701	183,650,701
<b>Total Investments - 153.6%</b> (cost \$3,033,153,802)		2,979,880,126
Other assets less liabilities - (53.6)%		(1039952375)
<b>Net Assets - 100.0%</b>		<b>\$ 1,939,927,751</b>

## CREDIT DEFAULT SWAP CONTRACTS

Swap Counterparty & Referenced Obligation	Notional Amount (000)	Interest Rate	Termination Date	Unrealized Appreciation/ (Depreciation)
<b>Buy Contracts:</b>				
Lehman Brothers Qantas Airways Ltd. 5.125%, 6/20/13	\$ 5,000	1.75%	3/20/16	\$ 36,594
<b>Sale Contracts:</b>				
Citibank, N.A. Republic of Brazil 12.25%, 03/06/30	1,910	3.09	8/20/10	78,386
Citigroup Global Markets, Inc Gazprom OAO 5.875-10.50%, 4/25/07-4/28/34	10,000	1.04	10/20/10	(457,122)
Citigroup Global Markets, Inc Republic of Philippines 10.625%, 3/16/25	3,360	4.95	3/20/09	68,492
JP Morgan Chase Gazprom OAO 5.875-10.50%, 4/25/07-4/28/34	1,380	1.04	10/20/10	(63,083)

Swap Counterparty & Referenced Obligation	Notional Amount (000)	Interest Rate	Termination Date	Unrealized Appreciation/ (Depreciation)
<b>Sale Contracts:</b>				
JP Morgan Chase Petroleos De Venezuela SA 5.50%, 4/12/37	\$ 9,330	6.62%	5/20/09	\$ 154,814

**FINANCIAL FUTURES CONTRACTS**

Type	Number of Contracts	Expiration Month	Original Value	Value at September 30, 2008	Unrealized Appreciation/ (Depreciation)
<b>Sold Contracts</b>					
U.S. T-Note 10 Yr Futures	3,220	December 2008	\$ 370,822,741	\$ 369,092,500	\$ 1,730,241
U.S. T-Note 2 Yr Futures	470	December 2008	99,567,847	100,315,625	(747,778)
US T-Bond 30yr Futures	126	December 2008	14,761,471	14,763,656	(2,185)
US T-Note 5yr Futures	2,728	December 2008	306,795,280	306,175,375	619,905
					\$ 1,600,183

**FORWARD CURRENCY EXCHANGE CONTRACTS**

	Contract Amount (000)	U.S. \$ Value on Origination Date	U.S. \$ Value at September 30, 2008	Unrealized Appreciation/ (Depreciation)
<b>Buy Contracts:</b>				
British Pound settling 10/22/08	12,630	\$ 22,280,108	\$ 22,488,236	\$ 208,128
Canadian Dollar settling 10/23/08	50,175	47,022,129	47,203,873	181,744
Euro settling 10/30/08	26,935	38,543,560	38,024,226	(519,334)
New Zealand Dollar settling 11/10/08	14,066	9,394,465	9,368,931	(25,534)
Norwegian Krone settling 10/20/08	388,613	72,651,023	66,071,143	(6,579,880)
Norwegian Krone settling 10/20/08	10,772	1,889,224	1,831,495	(57,729)
Singapore Dollar settling 10/06/08	30,000	21,978,344	20,882,004	(1,096,340)

	Contract Amount (000)	U.S. \$ Value on Origination Date	U.S. \$ Value at September 30, 2008	Unrealized Appreciation/ (Depreciation)
<b>Buy Contracts: (continued)</b>				
Swedish Krona settling 10/15/08	152,269	\$ 22,164,382	\$ 22,000,549	\$ (163,833)
Swedish Krona settling 10/15/08	371,236	56,543,497	53,637,882	(2,905,615)
Swiss Franc settling 11/13/08	2,730	2,526,556	2,439,184	(87,372)
<b>Sale Contracts:</b>				
British Pound settling 10/22/08	11,407	22,047,977	20,310,502	1,737,475
British Pound settling 10/22/08	285	543,503	506,673	36,830
British Pound settling 10/22/08	2,398	4,263,136	4,270,522	(7,386)
Canadian Dollar settling 10/23/08	21,201	20,255,292	19,945,886	309,406
Canadian Dollar settling 10/23/08	28,962	27,194,279	27,247,349	(53,070)
Euro settling 10/30/08	37,662	55,323,135	53,168,797	2,154,338
Japanese Yen settling 10/27/08	3,127,393	29,713,944	29,521,828	192,116
Mexican Peso settling 10/28/08	349,722	34,231,052	31,872,685	2,358,367
New Turkish Lira settling 11/05/08	11,229	9,310,903	8,751,246	559,657
New Turkish Lira settling 11/05/08	11,562	9,094,700	9,010,490	84,210
New Turkish Lira settling 11/05/08	12,154	9,592,160	9,472,134	120,026
New Zealand Dollar settling 11/10/08	14,190	9,421,253	9,451,829	(30,576)
Norwegian Krone settling 10/20/08	7,793	1,402,936	1,325,003	77,933
Singapore Dollar settling 10/06/08	30,000	21,231,272	20,882,004	349,268
Swedish Krona settling 10/15/08	117,291	17,424,414	16,946,684	477,730
Swedish Krona settling 10/15/08	15,418	2,364,644	2,227,654	136,990
Swiss Franc settling 11/13/08	56,794	50,167,187	50,751,835	(584,648)

**REVERSE REPURCHASE AGREEMENTS**

Broker	Interest Rate	Maturity	Amount
JP Morgan Chase	2.50%	10/02/08	\$ 65,788,703
JP Morgan Chase	2.50	10/02/08	265,089,313
Merrill Lynch	0.70	10/01/08	56,719,853
Merrill Lynch	1.00	10/01/08	272,308,781
			\$ 659,906,650

- (a) Position, or a portion thereof, has been segregated to collateralize forward currency exchange contracts. The aggregate market value of these securities amounted to \$625,979,799.
- (b) Position, or a portion thereof, has been segregated to collateralize loan payable outstanding. The aggregate market value of these securities amounted to \$1,186,681,182.
- (c) Position, or a portion thereof, has been segregated to collateralize reverse repurchase agreements. The aggregate market value of these securities amounted to \$673,742,008.
- (d) PO - Principal Only
- (e) Position, or a portion thereof, has been segregated to collateralize margin requirements for open futures contracts. The market value of this security amounted to \$6,182,290.
- (f) Floating Rate Security. Stated interest rate was in effect at September 30, 2008.
- (g) Security is exempt from registration under Rule 144A of the Securities Act of 1933. These securities are considered liquid and may be resold in transactions exempt from registration, normally to qualified institutional buyers. At September 30, 2008, the aggregate market value of these securities amounted to \$149,494,717 or 7.7% of net assets.
- (h) Variable rate coupon, rate shown as of September 30, 2008.
- (i) Coupon rate adjusts periodically based upon a predetermined schedule. Stated interest rate in effect at September 30, 2008.
- (j) Indicates a security that has a zero coupon that remains in effect until a predetermined date at which time the stated coupon rate becomes effective until final maturity.
- (k) Pay-In-Kind Payments (PIK).
- (l) Security is in default and is non-income producing.
- (m) This position represents unfunded or partially unfunded loan commitments. Investments in unfunded loan commitments obligate the Fund to fund these commitments at the borrower's discretion. At period end, the market value and unrealized gain/(loss) of these unfunded loan commitments amounted to \$552,561 and \$(19,944), respectively. The coupon rate will be determined at the time of funding and will be based upon the London-Interbank Offered Rate ( LIBOR ) plus a premium which was determined at the time of purchase.
- (n) This position or a portion of this position represents an unsettled loan purchase. At September 30, 2008, the market value of these unsettled loan purchases amounted to \$900,000. The coupon rate will be determined at the time of settlement and will be based upon the London-Interbank Offered Rate ( LIBOR ) plus a premium which was determined at the time of purchase.
- (o) IO - Interest Only
- (p) Non-income producing security.
- (q) Investment in affiliated money market mutual fund.

An amount equivalent to U.S. \$11,916 has been segregated to collateralize margin requirements for the open futures contract at September 30, 2008.

*Currency Abbreviations:*

<i>BRL</i>	-	<i>Brazilian Real</i>
<i>COP</i>	-	<i>Colombian Peso</i>
<i>EUR</i>	-	<i>Euro Dollar</i>
<i>GBP</i>	-	<i>Great British Pound</i>
<i>MXN</i>	-	<i>Mexican Peso</i>
<i>PEN</i>	-	<i>Peruvian New Sol</i>
<i>RUB</i>	-	<i>Russian Rouble</i>
<i>TRY</i>	-	<i>New Turkish Lira</i>
<i>UYU</i>	-	<i>Uruguayan Peso</i>

*Glossary:*

<i>TBA</i>	-	<i>To Be Announced</i>
<i>TIPS</i>	-	<i>Treasury Inflation Protected Security</i>

**Country Breakdown \***

**September 30, 2008 (unaudited)**

**Summary**

81.8%	United States
2.1%	Brazil
1.7%	Mexico
1.5%	Turkey
1.4%	Russia
0.9%	Indonesia
0.7%	Peru
0.5%	Colombia
0.5%	Kazakhstan
0.3%	United Kingdom
0.3%	Argentina
0.3%	Venezuela
0.2%	Hong Kong
1.6%	Other
6.2%	Short-Term Investments
100.0%	Total Investments

\* All data are as of September 30, 2008. The Fund's country breakdown is expressed as a percentage of total investments and may vary over time. Other country weightings represent 0.2% or less in the following countries: Australia, Austria, Bermuda, Canada, Dominican Republic, Ecuador, El Salvador, France, Greece, India, Jamaica, Luxembourg, Malaysia, Netherlands, Panama, Poland, South Africa, Switzerland and Uruguay.

**FINANCIAL ACCOUNTING STANDARDS NO. 157****September 30, 2008 (unaudited)**

The Fund adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157, Fair Value Measurements ( FAS 157 ), effective December 1, 2007. In accordance with FAS 157, fair value is defined as the price that the Fund would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. FAS 157 also 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 or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Fund's own assumptions about the assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. Each investment is assigned a level based upon the observability of the inputs which are significant to the overall valuation. The three-tier hierarchy of inputs is summarized below.

Level 1 quoted prices in active markets for identical investments

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

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

The following table summarizes the valuation of the Fund's investments by the above fair value hierarchy levels as of September 30, 2008:

Level	Investments in Securities	Other Financial Instruments*
Level 1	\$ 183,650,701	\$ 1,600,183
Level 2	2,514,234,503	
Level 3	281,994,922	(181,919)
<b>Total</b>	<b>\$ 2,979,880,126</b>	<b>\$ 1,418,264</b>

\* Other financial instruments are derivative instruments not reflected in the Portfolio of Investments, such as futures, forwards and swap contracts, which are valued at the unrealized appreciation / depreciation on the instrument.

Following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining fair value:

	Investments In Securities	Other Financial Instruments
Balance as of 12/31/2007	\$ 484,849,971	\$ (514,496)
Accrued discounts /premiums	5,253,904	
Realized gain (loss)	17,487,572	*
Change in unrealized appreciation/depreciation	(65,664,635)	332,577
Net purchases (sales)	(136,690,648)	
Net transfers in and/or out of Level 3	(23,241,242)	
<b>Balance as of 9/30/08</b>	<b>\$ 281,994,922</b>	<b>(181,919)</b>
Net change in unrealized appreciation/depreciation from Investments still held as of 9/30/08	\$ (54,792,896)	\$ (181,919)

\* The realized gain (loss) recognized during the period ended 9/30/08 for other financial instruments was \$0.

**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:

<b>EXHIBIT NO.</b>	<b>DESCRIPTION OF EXHIBIT</b>
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 Income Fund, Inc.

By: /s/ Robert M. Keith  
Robert M. Keith  
President  
Date: November 21, 2008

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: November 21, 2008

By: /s/ Joseph J. Mantineo  
Joseph J. Mantineo  
Treasurer and Chief Financial Officer  
Date: November 21, 2008