

ALLIANCEBERNSTEIN INCOME FUND INC
Form N-Q
November 29, 2012

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, 2012

Date of reporting period: September 30, 2012

ITEM 1. SCHEDULE OF INVESTMENTS.

AllianceBernstein Income Fund**Portfolio of Investments****September 30, 2012 (unaudited)**

| | Principal Amount (000) | U.S. \$ Value |
|--|---------------------------------------|----------------------|
| GOVERNMENTS - TREASURIES - 80.4% | | |
| Brazil - 0.4% | | |
| Brazil Notas do Tesouro Nacional | | |
| Series F | | |
| 10.00%, 1/01/14 | BRL 16,419 | \$ 8,298,980 |
| South Africa - 0.2% | | |
| South Africa Government Bond | | |
| Series R203 | | |
| 8.25%, 9/15/17 | ZAR 39,000 | 5,162,357 |
| United States - 79.8% | | |
| U.S. Treasury Bonds | | |
| 5.375%, 2/15/31 | U.S.\$ 1,961 | 2,836,402 |
| 6.25%, 8/15/23 | 10,000 | 14,510,940 |
| 6.625%, 2/15/27 | 45,570 | 70,975,275 |
| 7.625%, 2/15/25 | 85,000 | 138,815,625 |
| 8.00%, 11/15/21 (a) | 75,000 | 117,474,600 |
| 8.75%, 8/15/20 (a) | 138,000 | 216,810,972 |
| U.S. Treasury Notes | | |
| 1.375%, 9/30/18 (a) | 355,000 | 366,204,510 |
| 1.50%, 8/31/18 (a) | 91,000 | 94,554,642 |
| 1.875%, 10/31/17 (a) | 30,400 | 32,262,000 |
| 2.625%, 8/15/20 (a) | 358,400 | 396,228,045 |
| 2.625%, 11/15/20 (a) (b) | 102,250 | 112,890,340 |
| 2.75%, 2/15/19 (a) | 67,100 | 74,758,861 |
| U.S. Treasury STRIPS | | |
| Zero Coupon, 5/15/17 (a) (c) | 194,750 | 189,575,103 |
| | | 1,827,897,315 |
| Total Governments - Treasuries (cost \$1,752,164,126) | | 1,841,358,652 |
| CORPORATES - INVESTMENT GRADES - 15.7% | | |
| Industrial - 6.9% | | |
| Basic - 0.8% | | |
| Anglo American Capital PLC | | |
| 9.375%, 4/08/19 (d) | 3,492 | 4,581,504 |
| ArcelorMittal | | |
| 5.50%, 8/05/20 (a) | 2,500 | 2,404,848 |
| 6.50%, 2/25/22 (a) | 2,200 | 2,166,938 |
| GTL Trade Finance, Inc. | | |
| 7.25%, 10/20/17 (d) | 2,536 | 2,935,420 |
| Southern Copper Corp. | | |
| 7.50%, 7/27/35 | 5,107 | 6,297,442 |

18,386,152

Capital Goods - 0.9%

| | | |
|----------------------------------|-------|-----------|
| Embraer SA | | |
| 5.15%, 6/15/22 | 1,494 | 1,603,510 |
| Holcim US Finance Sarl & Cie SCS | | |
| 6.00%, 12/30/19 | 0 | 0 |
| Legrand France SA | | |
| 8.50%, 2/15/25 | 10 | 12,889 |

Edgar Filing: ALLIANCEBERNSTEIN INCOME FUND INC - Form N-Q

| | Principal Amount (000) | U.S. \$ Value |
|-------------------------|------------------------------|---------------|
| Odebrecht Finance Ltd. | | |
| 6.00%, 4/05/23 (d) | U.S.\$ 6,895 | \$ 7,653,450 |
| Owens Corning | | |
| 9.00%, 6/15/19 | 3,000 | 3,775,662 |
| Republic Services, Inc. | | |
| 5.25%, 11/15/21 | 6,098 | 7,218,745 |
| | | 20,264,256 |

Communications - Media - 0.6%

| | | |
|--|-------|------------|
| DirecTV Holdings LLC/DirecTV Financing Co., Inc. | | |
| 3.80%, 3/15/22 | 4,500 | 4,630,788 |
| Globo Comunicacao e Participacoes SA | | |
| 5.307%, 5/11/22 (d) (e) | 1,162 | 1,263,675 |
| Interpublic Group of Cos., Inc. (The) | | |
| 4.00%, 3/15/22 | 0 | 0 |
| Time Warner Cable, Inc. | | |
| 5.875%, 11/15/40 | 1,375 | 1,616,916 |
| 6.55%, 5/01/37 | 1,457 | 1,830,933 |
| Time Warner Entertainment Co. LP | | |
| 8.375%, 7/15/33 | 2,500 | 3,634,527 |
| Virgin Media Secured Finance PLC | | |
| 5.25%, 1/15/21 | 1,629 | 1,889,893 |
| | | 14,866,732 |

Communications - Telecommunications - 1.7%

| | | |
|---|-------|------------|
| American Tower Corp. | | |
| 5.05%, 9/01/20 | 4,310 | 4,809,986 |
| AT&T, Inc. | | |
| 6.50%, 9/01/37 | 4,500 | 5,990,900 |
| Deutsche Telekom International Finance BV | | |
| 4.875%, 3/06/42 (d) | 4,719 | 5,073,675 |
| Embarq Corp. | | |
| 7.082%, 6/01/16 | 1,277 | 1,507,836 |
| Oi SA | | |
| 5.75%, 2/10/22 (a) (d) | 5,500 | 5,755,454 |
| Qwest Corp. | | |
| 6.75%, 12/01/21 | 2,000 | 2,403,448 |
| 6.875%, 9/15/33 | 1,500 | 1,518,750 |
| Telefonica Emisiones SAU | | |
| 7.045%, 6/20/36 | 5,000 | 4,875,000 |
| Verizon Communications, Inc. | | |
| 6.90%, 4/15/38 | 4,500 | 6,422,539 |
| | | 38,357,588 |

Consumer Cyclical - Automotive - 0.2%

| | | |
|---------------------------|-------|-----------|
| Ford Motor Co. | | |
| 7.45%, 7/16/31 | 650 | 808,437 |
| Ford Motor Credit Co. LLC | | |
| 5.00%, 5/15/18 | 803 | 876,654 |
| 5.75%, 2/01/21 | 2,125 | 2,380,147 |
| | | 4,065,238 |

| | Principal Amount (000) | U.S. \$ Value |
|---|------------------------------|---------------|
| Consumer Cyclical - Entertainment - 0.2% | | |
| Time Warner, Inc. | | |
| 7.70%, 5/01/32 | U.S.\$ 2,500 | \$ 3,510,870 |
| Consumer Cyclical - Other - 0.1% | | |
| Wyndham Worldwide Corp. | | |
| 4.25%, 3/01/22 | 2,200 | 2,261,074 |
| Consumer Cyclical - Retailers - 0.3% | | |
| CVS Caremark Corp. | | |
| 5.75%, 5/15/41 | 4,700 | 5,919,175 |
| Consumer Non-Cyclical - 0.6% | | |
| Bunge Ltd. Finance Corp. | | |
| 8.50%, 6/15/19 | 2,600 | 3,294,237 |
| Grupo Bimbo SAB de CV | | |
| 4.50%, 1/25/22 (d) | 1,699 | 1,821,849 |
| Laboratory Corp. of America Holdings | | |
| 2.20%, 8/23/17 | 1,421 | 1,451,363 |
| 3.75%, 8/23/22 | 686 | 717,837 |
| SABMiller Holdings, Inc. | | |
| 4.95%, 1/15/42 (d) | 5,500 | 6,400,537 |
| | | 13,685,823 |
| Energy - 0.9% | | |
| Nabors Industries, Inc. | | |
| 9.25%, 1/15/19 | 2,500 | 3,271,800 |
| Noble Holding International Ltd. | | |
| 4.90%, 8/01/20 | 389 | 434,540 |
| Phillips 66 | | |
| 4.30%, 4/01/22 (d) | 5,550 | 6,078,104 |
| Reliance Holdings USA, Inc. | | |
| 5.40%, 2/14/22 (d) | 3,568 | 3,844,863 |
| Southwestern Energy Co. | | |
| 4.10%, 3/15/22 (d) | 1,519 | 1,612,253 |
| Transocean, Inc. | | |
| 7.50%, 4/15/31 | 2,200 | 2,717,253 |
| Weatherford International Ltd./Bermuda | | |
| 7.00%, 3/15/38 | 2,900 | 3,277,490 |
| | | 21,236,303 |
| Other Industrial - 0.1% | | |
| Noble Group Ltd. | | |
| 6.75%, 1/29/20 (d) | 2,803 | 2,971,180 |
| Technology - 0.4% | | |
| Agilent Technologies, Inc. | | |
| 5.00%, 7/15/20 | 782 | 896,414 |
| Applied Materials, Inc. | | |
| 5.85%, 6/15/41 | 6,621 | 8,308,375 |
| | | 9,204,789 |

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| Transportation - Airlines - 0.1% | | |
| Delta Air Lines 2007-1 Class A Pass Through Trust | | |
| Series 071A | | |
| 6.821%, 8/10/22 | U.S.\$ 1,568 | \$ 1,732,326 |
| Transportation - Services - 0.0% | | |
| Asciano Finance Ltd. | | |
| 4.625%, 9/23/20 (d) | 1,080 | 1,104,418 |
| | | 157,565,924 |
| Financial Institutions - 6.7% | | |
| Banking - 3.2% | | |
| Banco Bradesco SA/Cayman Islands | | |
| 5.75%, 3/01/22 (d) | 4,500 | 4,810,012 |
| BBVA Banco Continental SA | | |
| 5.00%, 8/26/22 (d) | 2,849 | 2,935,248 |
| BNP Paribas SA | | |
| 5.00%, 1/15/21 | 5,500 | 6,085,590 |
| Capital One Financial Corp. | | |
| 6.15%, 9/01/16 | 2,900 | 3,310,356 |
| Citigroup, Inc. | | |
| 8.50%, 5/22/19 | 9,100 | 12,034,805 |
| Cooperatieve Centrale Raiffeisen-Boerenleenbank BA/Netherlands | | |
| 3.875%, 2/08/22 | 5,750 | 6,102,417 |
| Fifth Third Bancorp | | |
| 5.45%, 1/15/17 | 3,100 | 3,490,377 |
| Goldman Sachs Group, Inc. (The) | | |
| 6.00%, 6/15/20 | 4,980 | 5,742,134 |
| HSBC Bank USA NA | | |
| 4.875%, 8/24/20 | 2,030 | 2,187,991 |
| Itau Unibanco Holding SA/Cayman Island | | |
| 6.20%, 12/21/21 (a) (d) | 1,475 | 1,604,063 |
| JPMorgan Chase & Co. | | |
| 4.50%, 1/24/22 | 7,500 | 8,319,375 |
| Macquarie Bank Ltd. | | |
| 5.00%, 2/22/17 (d) | 812 | 867,297 |
| Manufacturers & Traders Trust Co. | | |
| 6.625%, 12/04/17 | 506 | 609,549 |
| Morgan Stanley | | |
| 10.09%, 5/03/17 (d) | BRL 11,615 | 6,159,144 |
| UBS AG/Stamford CT | | |
| 7.625%, 8/17/22 | U.S.\$ 2,742 | 2,830,118 |
| Vesey Street Investment Trust I | | |
| 4.404%, 9/01/16 | 1,826 | 1,947,322 |
| Wachovia Bank NA | | |
| 4.875%, 2/01/15 | 3,841 | 4,162,353 |
| | | 73,198,151 |
| Brokerage - 0.2% | | |
| Charles Schwab Corp. (The) | | |
| 7.00%, 2/01/22 (a) | 4,400 | 4,975,608 |
| Finance - 0.7% | | |
| General Electric Capital Corp. | | |

5.875%, 1/14/38

3,643

4,341,221

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| 6.44%, 11/15/22 Series B | GBP 128 | \$ 236,027 |
| 6.25%, 12/15/22 Series G | U.S.\$ 1,000 | 1,055,530 |
| 6.875%, 1/10/39 SLM Corp. | 1,254 | 1,675,475 |
| 5.05%, 11/14/14 Series A | 3,610 | 3,810,395 |
| 5.375%, 5/15/14 | 3,885 | 4,091,962 |
| | | 15,210,610 |
| Insurance - 2.0% | | |
| American General Institutional Capital B | | |
| 8.125%, 3/15/46 (d) | 509 | 598,075 |
| American International Group, Inc. | | |
| 8.175%, 5/15/58 | 2,525 | 3,089,969 |
| CIGNA Corp. | | |
| 5.125%, 6/15/20 | 1,690 | 1,950,650 |
| Fairfax Financial Holdings Ltd. | | |
| 8.30%, 4/15/26 | 5,000 | 5,625,695 |
| Genworth Financial, Inc. | | |
| 7.70%, 6/15/20 | 1,756 | 1,834,621 |
| Great-West Life & Annuity Insurance Capital LP II | | |
| 7.153%, 5/16/46 (d) | 2,707 | 2,767,908 |
| Guardian Life Insurance Co. of America | | |
| 7.375%, 9/30/39 (d) | 2,455 | 3,239,773 |
| Hartford Financial Services Group, Inc. | | |
| 5.95%, 10/15/36 | 3,533 | 3,760,151 |
| Humana, Inc. | | |
| 8.15%, 6/15/38 | 2,900 | 3,892,914 |
| MetLife, Inc. | | |
| 4.75%, 2/08/21 | 2,135 | 2,474,422 |
| 6.40%, 12/15/36 | 3,345 | 3,509,176 |
| Nationwide Mutual Insurance Co. | | |
| 9.375%, 8/15/39 (d) | 2,700 | 3,694,550 |
| Pacific Life Insurance Co. | | |
| 9.25%, 6/15/39 (d) | 1,500 | 1,987,203 |
| Swiss Re Solutions Holding Corp. | | |
| 7.75%, 6/15/30 | 2,800 | 3,613,162 |
| Transatlantic Holdings, Inc. | | |
| 8.00%, 11/30/39 | 2,122 | 2,648,101 |
| ZFS Finance USA Trust II | | |
| 6.45%, 12/15/65 (d) | 2,108 | 2,234,480 |
| | | 46,920,850 |
| Other Finance - 0.0% | | |
| IIRSA Norte Finance Ltd. | | |
| 8.75%, 5/30/24 (d) | 308 | 378,306 |
| REITS - 0.6% | | |
| DDR Corp. | | |
| 7.875%, 9/01/20 | 3,000 | 3,867,111 |

Duke Realty LP
6.75%, 3/15/20

1,655

1,988,542

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| Entertainment Properties Trust | | |
| 7.75%, 7/15/20 | U.S.\$ 3,308 | \$ 3,810,594 |
| HCP, Inc. | | |
| 5.375%, 2/01/21 | 3,468 | 3,956,371 |
| | | 13,622,618 |
| | | 154,306,143 |
| Non Corporate Sectors - 1.5% | | |
| Agencies - Not Government Guaranteed - 1.5% | | |
| Abu Dhabi National Energy Co. | | |
| 5.875%, 12/13/21 (d) | 775 | 901,659 |
| Banco do Brasil SA | | |
| 5.875%, 1/26/22 (d) | 1,475 | 1,578,250 |
| Gazprom OAO Via Gaz Capital SA | | |
| 6.51%, 3/07/22 (d) | 13,563 | 15,943,307 |
| 9.25%, 4/23/19 (d) | 7,115 | 9,267,287 |
| Petrobras International Finance Co.-Pifco | | |
| 5.375%, 1/27/21 | 5,000 | 5,633,855 |
| | | 33,324,358 |
| Utility - 0.6% | | |
| Electric - 0.5% | | |
| FirstEnergy Corp. | | |
| Series C | | |
| 7.375%, 11/15/31 | 3,000 | 3,929,598 |
| MidAmerican Energy Holdings Co. | | |
| 6.125%, 4/01/36 | 4,376 | 5,598,554 |
| Southern California Edison Co. | | |
| Series E | | |
| 6.25%, 2/01/22 | 2,200 | 2,389,156 |
| | | 11,917,308 |
| Natural Gas - 0.1% | | |
| Kinder Morgan Energy Partners LP | | |
| 3.95%, 9/01/22 | 792 | 850,782 |
| 4.15%, 3/01/22 | 1,385 | 1,496,191 |
| | | 2,346,973 |
| | | 14,264,281 |
| Total Corporates - Investment Grades (cost \$320,488,667) | | 359,460,706 |
| CORPORATES - NON-INVESTMENT GRADES - 15.5% | | |
| Industrial - 12.6% | | |
| Basic - 1.1% | | |
| AK Steel Corp. | | |
| 7.625%, 5/15/20 | 2,082 | 1,821,750 |
| Arch Coal, Inc. | | |

Edgar Filing: ALLIANCEBERNSTEIN INCOME FUND INC - Form N-Q

| | | |
|-----------------------|-------|-----------|
| 7.00%, 6/15/19 (a) | 2,100 | 1,764,000 |
| Calcipar SA | | |
| 6.875%, 5/01/18 (d) | 687 | 681,847 |
| Commercial Metals Co. | | |
| 6.50%, 7/15/17 | 1,993 | 2,092,650 |
| 7.35%, 8/15/18 | 2,644 | 2,782,810 |

Edgar Filing: ALLIANCEBERNSTEIN INCOME FUND INC - Form N-Q

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| Huntsman International LLC | | |
| 5.50%, 6/30/16 (a) (f) | U.S.\$ 1,809 | \$ 1,818,045 |
| LyondellBasell Industries NV | | |
| 5.75%, 4/15/24 | 3,300 | 3,753,750 |
| Steel Dynamics, Inc. | | |
| 7.625%, 3/15/20 | 3,000 | 3,255,000 |
| Usiminas Commercial Ltd. | | |
| 7.25%, 1/18/18 (d) | 4,263 | 4,646,670 |
| Weyerhaeuser Co. | | |
| 7.375%, 3/15/32 | 2,000 | 2,373,272 |
| | | 24,989,794 |
| Capital Goods - 1.9% | | |
| B/E Aerospace, Inc. | | |
| 5.25%, 4/01/22 | 2,200 | 2,288,000 |
| 6.875%, 10/01/20 | 2,000 | 2,220,000 |
| Ball Corp. | | |
| 5.00%, 3/15/22 | 5,500 | 5,761,250 |
| Berry Plastics Corp. | | |
| 10.25%, 3/01/16 | 67 | 69,513 |
| Bombardier, Inc. | | |
| 7.50%, 3/15/18 (d) | 3,000 | 3,397,500 |
| Building Materials Corp. of America | | |
| 7.00%, 2/15/20 (d) | 635 | 688,975 |
| 7.50%, 3/15/20 (d) | 2,498 | 2,735,310 |
| Clean Harbors, Inc. | | |
| 5.25%, 8/01/20 (d) | 1,200 | 1,236,000 |
| CNH America LLC | | |
| 7.25%, 1/15/16 | 2,000 | 2,245,000 |
| Griffon Corp. | | |
| 7.125%, 4/01/18 | 3,558 | 3,767,032 |
| Huntington Ingalls Industries, Inc. | | |
| 6.875%, 3/15/18 | 698 | 756,458 |
| 7.125%, 3/15/21 | 690 | 742,613 |
| Reynolds Group Issuer, Inc./Reynolds Group Issuer LLC/Reynolds Group Issuer Lu | | |
| 7.125%, 4/15/19 | 5,095 | 5,349,750 |
| Sealed Air Corp. | | |
| 6.875%, 7/15/33 (d) | 2,885 | 2,711,900 |
| 8.125%, 9/15/19 (d) | 1,127 | 1,253,787 |
| 8.375%, 9/15/21 (d) | 1,157 | 1,295,840 |
| SPX Corp. | | |
| 6.875%, 9/01/17 | 2,900 | 3,240,750 |
| Summit Materials LLC/Summit Materials Finance Corp. | | |
| 10.50%, 1/31/20 (d) | 1,599 | 1,710,930 |
| UR Merger Sub Corp. | | |
| 5.75%, 7/15/18 (d) | 2,550 | 2,693,437 |
| | | 44,164,045 |
| Communications - Media - 2.1% | | |
| CCO Holdings LLC/CCO Holdings Capital Corp. | | |
| 6.625%, 1/31/22 | 2,079 | 2,271,308 |

| | Principal Amount (000) | U.S. \$ Value |
|--|---------------------------------------|----------------------|
| Clear Channel Communications, Inc. 5.75%, 1/15/13 (a) | U.S.\$ 220 | \$ 220,275 |
| CSC Holdings LLC 6.75%, 11/15/21 (d) | 5,000 | 5,512,500 |
| Cumulus Media Holdings, Inc. 7.75%, 5/01/19 (a) | 672 | 653,520 |
| DISH DBS Corp. 7.125%, 2/01/16 | 2,000 | 2,210,000 |
| Hughes Satellite Systems Corp. 7.625%, 6/15/21 | 3,111 | 3,445,432 |
| Intelsat Jackson Holdings SA 7.25%, 4/01/19 | 4,231 | 4,569,480 |
| Lamar Media Corp. 5.875%, 2/01/22 | 5,500 | 5,857,500 |
| LIN Television Corp. 8.375%, 4/15/18 (a) | 900 | 954,000 |
| Quebecor Media, Inc. 7.75%, 3/15/16 | 3,000 | 3,090,000 |
| RR Donnelley & Sons Co. 8.25%, 3/15/19 | 2,984 | 3,028,760 |
| Univision Communications, Inc. 6.875%, 5/15/19 (d) | 3,295 | 3,389,731 |
| UPCB Finance III Ltd. 6.625%, 7/01/20 (d) | 2,200 | 2,304,500 |
| Videotron Ltd. 5.00%, 7/15/22 | 2,255 | 2,356,475 |
| Virgin Media Finance PLC 5.25%, 2/15/22 | 2,024 | 2,125,200 |
| 8.375%, 10/15/19 | 2,000 | 2,275,000 |
| XM Satellite Radio, Inc. 7.625%, 11/01/18 (d) | 2,500 | 2,762,500 |
| | | 47,026,181 |
| Communications - Telecommunications - 0.7% | | |
| eAccess Ltd. 8.25%, 4/01/18 (d) | 1,596 | 1,448,370 |
| Frontier Communications Corp. 8.125%, 10/01/18 | 2,000 | 2,250,000 |
| Nextel Communications, Inc. Series C 5.95%, 3/15/14 | 2,500 | 2,506,250 |
| SBA Telecommunications, Inc. 5.75%, 7/15/20 (d) | 875 | 918,750 |
| Sprint Nextel Corp. 9.00%, 11/15/18 (d) | 2,065 | 2,478,000 |
| Sunrise Communications International SA 7.00%, 12/31/17 (d) | EUR 1,585 | 2,176,325 |
| Windstream Corp. 7.50%, 4/01/23 | U.S.\$ 2,000 | 2,090,000 |
| 7.75%, 10/01/21 | 1,070 | 1,152,925 |
| | | 15,020,620 |

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| Consumer Cyclical - Automotive - 0.5% | | |
| American Axle & Manufacturing Holdings, Inc. | | |
| 9.25%, 1/15/17 (d) | U.S.\$ 1,506 | \$ 1,682,955 |
| Delphi Corp. | | |
| 5.875%, 5/15/19 | 654 | 706,320 |
| 6.125%, 5/15/21 | 491 | 543,783 |
| Goodyear Dunlop Tires Europe BV | | |
| 6.75%, 4/15/19 (d) | EUR 1,500 | 2,038,410 |
| Goodyear Tire & Rubber Co. (The) | | |
| 7.00%, 5/15/22 (a) | U.S.\$ 2,186 | 2,317,160 |
| 8.75%, 8/15/20 | 3,000 | 3,412,500 |
| Schaeffler Finance BV | | |
| 8.50%, 2/15/19 (d) | 1,200 | 1,344,000 |
| | | 12,045,128 |
| Consumer Cyclical - Entertainment - 0.0% | | |
| Pinnacle Entertainment, Inc. | | |
| 8.75%, 5/15/20 | 841 | 928,254 |
| Consumer Cyclical - Other - 0.9% | | |
| Broder Brothers Co. | | |
| 12.00%, 10/15/13 (d) (g) | 607 | 586,081 |
| Choice Hotels International, Inc. | | |
| 5.75%, 7/01/22 | 195 | 212,550 |
| CityCenter Holdings LLC/CityCenter Finance Corp. | | |
| 7.625%, 1/15/16 (d) | 2,000 | 2,130,000 |
| Host Hotels & Resorts LP | | |
| 9.00%, 5/15/17 | 2,000 | 2,180,000 |
| MGM Resorts International | | |
| 8.625%, 2/01/19 (d) | 4,315 | 4,703,350 |
| NCL Corp., Ltd. | | |
| 9.50%, 11/15/18 | 1,757 | 1,945,878 |
| Royal Caribbean Cruises Ltd. | | |
| 7.00%, 6/15/13 | 2,000 | 2,065,000 |
| 7.50%, 10/15/27 (a) | 1,100 | 1,163,250 |
| Shea Homes LP/Shea Homes Funding Corp. | | |
| 8.625%, 5/15/19 | 1,188 | 1,324,620 |
| Wynn Las Vegas LLC/Wynn Las Vegas Capital Corp. | | |
| 5.375%, 3/15/22 (a) (d) | 3,400 | 3,502,000 |
| | | 19,812,729 |
| Consumer Cyclical - Restaurants - 0.1% | | |
| CKE Restaurants, Inc. | | |
| 11.375%, 7/15/18 (a) | 2,000 | 2,320,000 |
| Consumer Cyclical - Retailers - 0.8% | | |
| AutoNation, Inc. | | |
| 6.75%, 4/15/18 | 481 | 540,524 |
| Burlington Coat Factory Warehouse Corp. | | |
| 10.00%, 2/15/19 | 401 | 443,606 |
| JC Penney Corp., Inc. | | |
| 5.65%, 6/01/20 | 5,500 | 4,963,750 |

Edgar Filing: ALLIANCEBERNSTEIN INCOME FUND INC - Form N-Q

| | | Principal Amount (000) | U.S. \$ Value |
|---|--------|------------------------------|---------------|
| Limited Brands, Inc. | | | |
| 5.625%, 2/15/22 | U.S.\$ | 1,727 | \$ 1,860,842 |
| 6.90%, 7/15/17 | | 3,621 | 4,164,150 |
| Rite Aid Corp. | | | |
| 8.00%, 8/15/20 | | 3,200 | 3,632,000 |
| Toys R US-Delaware, Inc. | | | |
| 7.375%, 9/01/16 (a) (d) | | 3,206 | 3,262,105 |
| | | | 18,866,977 |
| Consumer Non-Cyclical - 1.9% | | | |
| Boparan Finance PLC | | | |
| 9.875%, 4/30/18 (d) | GBP | 2,400 | 4,127,427 |
| CHS/Community Health Systems, Inc. | | | |
| 7.125%, 7/15/20 | U.S.\$ | 1,717 | 1,831,824 |
| Elan Finance PLC/Elan Finance Corp. | | | |
| 8.75%, 10/15/16 | | 2,750 | 3,008,500 |
| Emergency Medical Services Corp. | | | |
| 8.125%, 6/01/19 | | 2,391 | 2,534,460 |
| Fresenius Medical Care US Finance, Inc. | | | |
| 5.75%, 2/15/21 (d) | | 2,125 | 2,273,750 |
| HCA Holdings, Inc. | | | |
| 7.75%, 5/15/21 | | 1,700 | 1,853,000 |
| HCA, Inc. | | | |
| 8.50%, 4/15/19 | | 1,895 | 2,136,612 |
| Jaguar Holding Co. II/Jaguar Merger Sub, Inc. | | | |
| 9.50%, 12/01/19 (d) | | 2,000 | 2,245,000 |
| JBS Finance II Ltd. | | | |
| 8.25%, 1/29/18 (d) | | 3,100 | 3,162,000 |
| JBS USA LLC/JBS USA Finance, Inc. | | | |
| 8.25%, 2/01/20 (a) (d) | | 2,063 | 2,037,213 |
| Kinetic Concepts, Inc./KCI USA, Inc. | | | |
| 10.50%, 11/01/18 (d) | | 2,000 | 2,115,000 |
| Mylan, Inc./PA | | | |
| 7.625%, 7/15/17 (d) | | 290 | 321,900 |
| 7.875%, 7/15/20 (d) | | 290 | 326,975 |
| Party City Holdings, Inc. | | | |
| 8.875%, 8/01/20 (d) | | 2,225 | 2,369,625 |
| Post Holdings, Inc. | | | |
| 7.375%, 2/15/22 (d) | | 1,639 | 1,741,438 |
| Select Medical Corp. | | | |
| 7.625%, 2/01/15 | | 27 | 27,371 |
| Select Medical Holdings Corp. | | | |
| 6.429%, 9/15/15 (f) | | 5,000 | 5,000,000 |
| Valeant Pharmaceuticals International | | | |
| 6.875%, 12/01/18 (d) | | 2,145 | 2,257,612 |
| 7.00%, 10/01/20 (d) | | 2,200 | 2,315,500 |
| 7.25%, 7/15/22 (a) (d) | | 582 | 613,283 |
| | | | 42,298,490 |
| Energy - 1.4% | | | |
| Antero Resources Finance Corp. | | | |
| 9.375%, 12/01/17 | | 2,000 | 2,210,000 |

| | Principal Amount (000) | U.S. \$ Value |
|---|------------------------------|---------------|
| Berry Petroleum Co. 6.375%, 9/15/22 | U.S.\$ 3,107 | \$ 3,277,885 |
| Chesapeake Energy Corp. 6.625%, 8/15/20 | 2,435 | 2,511,094 |
| Cie Generale de Geophysique - Veritas 9.50%, 5/15/16 | 857 | 925,560 |
| Cimarex Energy Co. 5.875%, 5/01/22 | 2,331 | 2,459,205 |
| Forest Oil Corp. 7.25%, 6/15/19 (a) | 2,964 | 2,941,770 |
| Hornbeck Offshore Services, Inc. 5.875%, 4/01/20 | 2,737 | 2,791,740 |
| Oil States International, Inc. 6.50%, 6/01/19 | 1,960 | 2,082,500 |
| Quicksilver Resources, Inc. 7.125%, 4/01/16 (a) | 471 | 402,705 |
| SandRidge Energy, Inc. 7.50%, 2/15/23 (d) | 2,270 | 2,338,100 |
| 8.125%, 10/15/22 (d) | 2,100 | 2,236,500 |
| SESI LLC 6.375%, 5/01/19 | 615 | 658,050 |
| 7.125%, 12/15/21 | 2,834 | 3,131,570 |
| Tesoro Corp. 9.75%, 6/01/19 | 3,800 | 4,398,500 |
| | | 32,365,179 |
| Other Industrial - 0.1% | | |
| Brightstar Corp. 9.50%, 12/01/16 (d) | 1,600 | 1,718,000 |
| Hologic, Inc. 6.25%, 8/01/20 (d) | 540 | 572,400 |
| | | 2,290,400 |
| Services - 0.2% | | |
| Live Nation Entertainment, Inc. 8.125%, 5/15/18 (d) | 1,820 | 1,956,500 |
| Service Corp. International/US 7.50%, 4/01/27 | 3,300 | 3,498,000 |
| West Corp. 11.00%, 10/15/16 | 150 | 156,000 |
| | | 5,610,500 |
| Technology - 0.8% | | |
| Amkor Technology, Inc. 6.625%, 6/01/21 | 3,000 | 3,045,000 |
| CDW LLC/CDW Finance Corp. 8.50%, 4/01/19 | 5,000 | 5,437,500 |
| First Data Corp. 7.375%, 6/15/19 (d) | 4,500 | 4,635,000 |
| Freescale Semiconductor, Inc. 10.125%, 12/15/16 | 104 | 107,900 |
| 10.125%, 3/15/18 (d) | 2,000 | 2,200,000 |

| | Principal Amount (000) | U.S. \$ Value |
|---|---------------------------------------|----------------------|
| Sanmina-SCI Corp. 7.00%, 5/15/19 (a) (d) | U.S.\$ 1,830 | \$ 1,848,300 |
| | | 17,273,700 |
| Transportation - Airlines - 0.1% | | |
| TAM Capital 3, Inc. 8.375%, 6/03/21 (d) | 2,843 | 3,063,332 |
| | | 288,075,329 |
| Utility - 1.6% | | |
| Electric - 1.3% | | |
| AES Corp. (The) 8.00%, 10/15/17 | 4,000 | 4,620,000 |
| Calpine Corp. 7.875%, 7/31/20 (d) | 3,200 | 3,496,000 |
| CMS Energy Corp. 8.75%, 6/15/19 | 3,900 | 5,062,426 |
| ComEd Financing III 6.35%, 3/15/33 | 3,462 | 3,479,310 |
| Duquesne Light Holdings, Inc. 6.40%, 9/15/20 (d) | 2,140 | 2,528,787 |
| EDP Finance BV 4.90%, 10/01/19 (d) | 255 | 237,150 |
| 6.00%, 2/02/18 (d) | 3,490 | 3,483,788 |
| GenOn Americas Generation LLC 8.50%, 10/01/21 | 3,200 | 3,480,000 |
| GenOn Energy, Inc. 7.875%, 6/15/17 | 2,100 | 2,236,500 |
| NRG Energy, Inc. 8.25%, 9/01/20 | 1,300 | 1,417,000 |
| | | 30,040,961 |
| Natural Gas - 0.3% | | |
| Chesapeake Midstream Partners 6.125%, 7/15/22 | 1,123 | 1,187,572 |
| El Paso LLC Series G 7.75%, 1/15/32 | 2,000 | 2,329,238 |
| Holly Energy Partners LP/Holly Energy Finance Corp. 6.50%, 3/01/20 (d) | 2,196 | 2,305,800 |
| | | 5,822,610 |
| | | 35,863,571 |
| Financial Institutions - 1.3% | | |
| Banking - 0.6% | | |
| ABN Amro Bank NV 4.31%, 3/10/16 | EUR 6,790 | 6,500,488 |
| Barclays Bank PLC 4.75%, 3/15/20 | 10,000 | 7,768,126 |

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| Finance - 0.2% | | |
| Air Lease Corp. 5.625%, 4/01/17 (d) | U.S.\$ 1,483 | \$ 1,512,660 |
| Ally Financial, Inc. Series 8 6.75%, 12/01/14 | 2,640 | 2,824,800 |
| | | 4,337,460 |
| Insurance - 0.0% | | |
| Scottish Mutual Assurance Ltd. 6.586%, 4/25/16 | GBP 43 | 40,834 |
| Other Finance - 0.4% | | |
| Aviation Capital Group Corp. 6.75%, 4/06/21 (d) | U.S.\$ 4,235 | 4,317,159 |
| Icahn Enterprises LP/Icahn Enterprises Finance Corp. 8.00%, 1/15/18 | 3,000 | 3,217,500 |
| iPayment, Inc. 10.25%, 5/15/18 | 1,814 | 1,582,715 |
| | | 9,117,374 |
| REITS - 0.1% | | |
| SL Green Realty Corp./SL Green Operating Partnership/Reckson Operating Partnership 7.75%, 3/15/20 | 2,514 | 3,002,174 |
| | | 30,766,456 |
| Total Corporates - Non-Investment Grades (cost \$330,427,840) | | 354,705,356 |
| AGENCIES - 9.9% | | |
| Agency Debentures - 6.8% | | |
| Federal Home Loan Mortgage Corp. 2.375%, 1/13/22 | 96,516 | 101,249,144 |
| Residual Funding Corp. Principal Strip Zero Coupon, 7/15/20 | 61,700 | 54,500,289 |
| | | 155,749,433 |
| Agency Subordinated - 3.1% | | |
| Federal National Mortgage Association 5.375%, 6/12/17 | 59,222 | 71,803,714 |
| Total Agencies (cost \$202,503,094) | | 227,553,147 |
| MORTGAGE PASS-THROUGHS - 8.9% | | |
| Agency Fixed Rate 30-Year - 8.3% | | |
| Federal Home Loan Mortgage Corp. Gold Series 2006 6.00%, 9/01/36 | 13,821 | 15,214,649 |

Edgar Filing: ALLIANCEBERNSTEIN INCOME FUND INC - Form N-Q

| | | |
|---------------------------------------|---------|-------------|
| Series 2007 | | |
| 7.00%, 2/01/37 | 4,755 | 5,492,398 |
| Federal National Mortgage Association | | |
| 3.50%, TBA | 103,000 | 110,193,906 |
| 3.50%, 2/01/41 | 32,311 | 34,685,363 |

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| 6.00%, 9/01/38-4/01/40 Series 1998 | U.S.\$ 8,937 | \$ 9,884,827 |
| 8.00%, 6/01/28 Series 1999 | 36 | 43,793 |
| 7.50%, 11/01/29 Series 2008 | 52 | 64,099 |
| 6.00%, 5/01/38 Series 2010 | 11,647 | 12,897,094 |
| 6.00%, 2/01/40 | 980 | 1,083,151 |
| | | 189,559,280 |
| Agency ARMs - 0.6% | | |
| Federal Home Loan Mortgage Corp. | | |
| Series 2007 | | |
| 3.049%, 3/01/37 (f) | 5,194 | 5,600,233 |
| 3.207%, 2/01/37 (f) | 6,290 | 6,666,963 |
| 3.271%, 3/01/37 (f) | 2,160 | 2,319,410 |
| | | 14,586,606 |
| Total Mortgage Pass-Throughs (cost \$199,022,155) | | |
| | | 204,145,886 |
| QUASI-SOVEREIGNS - 4.0% | | |
| Quasi-Sovereign Bonds - 4.0% | | |
| Indonesia - 0.4% | | |
| Majapahit Holding BV | | |
| 7.875%, 6/29/37 (d) | 6,188 | 8,028,930 |
| Kazakhstan - 1.1% | | |
| KazMunayGas National Co. | | |
| 6.375%, 4/09/21 (d) | 21,455 | 25,759,088 |
| Mexico - 0.5% | | |
| Comision Federal de Electricidad | | |
| 5.75%, 2/14/42 (d) | 5,750 | 6,396,875 |
| Petroleos Mexicanos | | |
| 6.50%, 6/02/41 | 4,900 | 6,107,850 |
| | | 12,504,725 |
| Russia - 1.4% | | |
| Russian Agricultural Bank OJSC Via RSHB Capital SA | | |
| 6.299%, 5/15/17 (d) | 19,568 | 21,519,125 |
| 7.75%, 5/29/18 (d) | 9,905 | 11,687,900 |
| | | 33,207,025 |
| United Arab Emirates - 0.3% | | |
| IPIC GMTN Ltd. | | |
| 5.50%, 3/01/22 (d) | 5,400 | 6,048,000 |
| Venezuela - 0.3% | | |

Petroleos de Venezuela SA
5.25%, 4/12/17 (d)

7,500

5,925,000

| | Principal Amount (000) | U.S. \$ Value |
|---|------------------------------|---------------|
| Total Quasi-Sovereigns (cost \$71,147,927) | | \$ 91,472,768 |

EMERGING MARKETS - CORPORATE BONDS - 2.3%**Industrial - 2.1%****Basic - 0.4%**

| | | |
|------------------------|------------|-----------|
| Evraz Group SA | | |
| 9.50%, 4/24/18 (d) | U.S.\$ 385 | 433,190 |
| Novelis, Inc./GA | | |
| 8.75%, 12/15/20 | 800 | 886,000 |
| Vedanta Resources PLC | | |
| 8.75%, 1/15/14 (a) (d) | 7,226 | 7,533,105 |
| | | 8,852,295 |

Communications - Media - 0.3%

| | | |
|------------------------------|-------|-----------|
| Columbus International, Inc. | | |
| 11.50%, 11/20/14 (d) | 3,959 | 4,394,490 |
| European Media Capital SA | | |
| 10.00%, 2/01/15 (h) | 1,853 | 1,723,458 |
| | | 6,117,948 |

Communications - Telecommunications - 0.4%

| | | |
|---|-------|-----------|
| MTS International Funding Ltd. | | |
| 8.625%, 6/22/20 (d) | 4,100 | 4,986,420 |
| Vimpel Communications Via VIP Finance Ireland Ltd. OJSC | | |
| 9.125%, 4/30/18 (d) | 3,500 | 4,006,450 |
| | | 8,992,870 |

Consumer Cyclical - Other - 0.5%

| | | |
|------------------------------------|------------|------------|
| Corp. GEO SAB de CV | | |
| 8.875%, 3/27/22 (d) | 3,154 | 3,224,965 |
| Desarrolladora Homex SAB de CV | | |
| 9.75%, 3/25/20 (a) (d) | 4,100 | 4,260,874 |
| MCE Finance Ltd. | | |
| 10.25%, 5/15/18 | 2,420 | 2,740,650 |
| Peermont Global Pty Ltd. | | |
| 7.75%, 4/30/14 (d) | EUR 50 | 61,682 |
| Urbi Desarrollos Urbanos SAB de CV | | |
| 9.75%, 2/03/22 (d) | U.S.\$ 225 | 198,000 |
| | | 10,486,171 |

Consumer Non-Cyclical - 0.2%

| | | |
|--------------------|-------|-----------|
| Hypermarcas SA | | |
| 6.50%, 4/20/21 (d) | 4,115 | 4,313,755 |

Energy - 0.2%

| | | |
|-------------------------------|-------|-----------|
| Pacific Rubiales Energy Corp. | | |
| 7.25%, 12/12/21 (d) | 4,300 | 5,052,500 |

Other Industrial - 0.1%

| | | |
|---|-------|-----------|
| Marfrig Overseas Ltd. 9.50%, 5/04/20 (d) | 4,151 | 3,430,802 |
|---|-------|-----------|

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| Transportation - Airlines - 0.0% | | |
| TAM Capital 2, Inc. 9.50%, 1/29/20 (d) | U.S.\$ 751 | \$ 829,855 |
| | | 48,076,196 |
| Utility - 0.2% | | |
| Electric - 0.1% | | |
| DTEK Finance BV 9.50%, 4/28/15 (d) | 1,432 | 1,432,000 |
| Natural Gas - 0.1% | | |
| Empresa de Energia de Bogota SA 6.125%, 11/10/21 (a) (d) | 1,719 | 1,884,351 |
| | | 3,316,351 |
| Financial Institutions - 0.0% | | |
| Other Finance - 0.0% | | |
| AES El Salvador Trust 6.75%, 2/01/16 (d) | 350 | 351,750 |
| Total Emerging Markets - Corporate Bonds (cost \$50,414,002) | | 51,744,297 |
| BANK LOANS - 2.0% | | |
| Industrial - 1.8% | | |
| Basic - 0.2% | | |
| Newpage Corporation 8.00%, 3/08/13 (f) | 3,400 | 3,431,892 |
| Patriot Coal Corporation 9.25%, 12/31/13 (f) | 1,025 | 1,021,587 |
| | | 4,453,479 |
| Capital Goods - 0.1% | | |
| AOT Bedding 9/29/19 (i) | 1,500 | 1,492,770 |
| HD Supply, Inc. 7.25%, 10/12/17 (f) | 1,000 | 1,030,500 |
| Sequa Corporation 3.69%-3.72%, 12/03/14 (f) | 397 | 395,467 |
| | | 2,918,737 |
| Communications - Media - 0.1% | | |
| Cengage Learning Acquisitions, Inc. (Thomson Learning) 2.47%, 7/03/14 (f) | 531 | 505,214 |
| Clear Channel Communications, Inc. 3.87%, 1/29/16 (f) | 402 | 328,244 |
| Univision Communications Inc. 4.47%, 3/31/17 (f) | 1,955 | 1,929,215 |
| | | 2,762,673 |

Consumer Cyclical - Automotive - 0.4%

Navistar, Inc.

7.00%, 8/17/17 (f)

2,000

2,020,000

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| Schaeffler AG | | |
| 6.00%, 1/27/17 (f) | U.S.\$ 2,089 | \$ 2,108,145 |
| TI Group Automotive Systems, L.L.C. | | |
| 6.75%, 3/14/18 (f) | 3,980 | 3,999,900 |
| | | 8,128,045 |
| Consumer Cyclical - Entertainment - 0.0% | | |
| Las Vegas Sands, LLC | | |
| 2.72%, 11/23/16 (f) | 746 | 742,670 |
| Consumer Cyclical - Other - 0.2% | | |
| Caesars Entertainment Operating Company, Inc. (fka Harrah s Operating Company, Inc.) | | |
| 3.22%, 1/28/15 (f) | 1,141 | 1,105,069 |
| November 2005 Land Investors, LLC (North Las Vegas Consortium) | | |
| 7.25%, 5/09/12 (f) (j) (k) (l) | 2,179 | 0 |
| Sabre, Inc. | | |
| 5.97%, 9/30/17 (f) | 2,161 | 2,142,694 |
| | | 3,247,763 |
| Consumer Cyclical - Retailers - 0.1% | | |
| Burlington Coat Factory Warehouse Corp. | | |
| 5.50%, 2/23/17 (f) | 941 | 949,171 |
| Consumer Non-Cyclical - 0.4% | | |
| BJ s Wholesale Club, Inc. | | |
| 3/29/19 (i) | 1,640 | 1,655,580 |
| CHS/Community Health Systems, Inc. | | |
| 3.86%-3.92%, 1/25/17 (f) | 181 | 181,574 |
| Harlan Laboratories, Inc. (fka Harlan Sprague Dawley, Inc.) | | |
| 3.83%, 7/11/14 (f) | 865 | 817,210 |
| HCA Inc. | | |
| 3.47%, 5/01/18 (f) | 895 | 895,177 |
| Immucor, Inc. (fka IVD Acquisition Corporation) | | |
| 5.75%, 8/17/18 (f) | 3,267 | 3,299,732 |
| Par Pharmaceutical | | |
| 8/02/19 (i) | 930 | 927,908 |
| U.S. Foods, Inc. (aka U.S. Foodservice, Inc.) | | |
| 2.72%, 7/03/14 (f) | 982 | 969,288 |
| | | 8,746,469 |
| Energy - 0.0% | | |
| CITGO Petroleum Corporation | | |
| 9.00%, 6/24/17 (f) | 342 | 347,257 |
| GBGH, LLC (US Energy) | | |
| 6.00%, 6/09/13 (f) (k) (l) | 258 | 19,328 |
| 14.00%, 6/09/14 (f) (g) (k) (l) | 109 | 0 |
| | | 366,585 |

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| Other Industrial - 0.1% | | |
| Gavilon Group LLC, The 6.00%, 12/06/16 (f) | U.S.\$ 306 | \$ 304,336 |
| Harbor Freight Tools USA, Inc./Central Puchasing LLC 5.50%, 11/14/17 (f) | 2,200 | 2,207,788 |
| | | 2,512,124 |
| Services - 0.1% | | |
| Advantage Sales & Marketing Inc. 5.25%, 12/18/17 (f) | 835 | 837,213 |
| Global Cash Access, Inc. 7.00%, 3/01/16 (f) | 301 | 302,446 |
| ServiceMaster Co., (The) 2.72%, 7/24/14 (f) | 61 | 60,857 |
| 2.73%, 7/24/14 (f) | 613 | 611,126 |
| West Corporation 5.50%, 7/15/16 (f) | 481 | 484,465 |
| | | 2,296,107 |
| Technology - 0.1% | | |
| Avaya Inc. 3.18%, 10/24/14 (f) | 120 | 115,947 |
| 4.93%, 10/26/17 (f) | 240 | 218,672 |
| Eastman Kodak Company 8.50%, 7/20/13 (f) | 810 | 797,245 |
| First Data Corporation 2.97%, 9/24/14 (f) | 39 | 38,681 |
| IPC Systems, Inc. 5.48%, 6/01/15 (f) | 2,000 | 1,700,000 |
| SunGard Data Systems Inc. (Solar Capital Corp.) 3.84%-4.06%, 2/28/16 (f) | 311 | 310,961 |
| | | 3,181,506 |
| | | 40,305,329 |
| Financial Institutions - 0.1% | | |
| Finance - 0.1% | | |
| iStar Financial, Inc. 5.25%, 3/19/16 (f) | 2,559 | 2,566,883 |
| Utility - 0.1% | | |
| Electric - 0.1% | | |
| Texas Competitive Electric Holdings Company, LLC (TXU) 3.73%-3.94%, 10/10/14 (f) | 2,379 | 1,765,592 |
| Total Bank Loans (cost \$44,949,973) | | 44,637,804 |

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| COMMERCIAL MORTGAGE-BACKED SECURITIES - 1.4% | | |
| Non-Agency Fixed Rate CMBS - 1.4% | | |
| Credit Suisse Mortgage Capital Certificates | | |
| Series 2006-C4, Class AM | | |
| 5.509%, 9/15/39 | U.S.\$ 13,000 | \$ 13,380,224 |
| GS Mortgage Securities Corp II | | |
| Series 2011-GC5, Class C | | |
| 5.475%, 8/10/44 (d) | 5,651 | 6,051,659 |
| LB-UBS Commercial Mortgage Trust | | |
| Series 2007-C2, Class AM | | |
| 5.493%, 2/15/40 | 3,400 | 3,409,156 |
| Morgan Stanley Capital I | | |
| Series 2006-IQ12, Class AMFX | | |
| 5.37%, 12/15/43 | 8,500 | 9,297,088 |
| | | 32,138,127 |
| Non-Agency Floating Rate CMBS - 0.0% | | |
| Eclipse Ltd. | | |
| Series 2007-1X, Class B | | |
| 1.009%, 1/25/20 (d) (f) | GBP 59 | 61,976 |
| Agency CMBS - 0.0% | | |
| Government National Mortgage Association | | |
| Series 2006-32, Class XM | | |
| 0.198%, 11/16/45 (m) | U.S.\$ 2,010 | 21,332 |
| Total Commercial Mortgage-Backed Securities (cost \$26,911,304) | | |
| | | 32,221,435 |
| EMERGING MARKETS - SOVEREIGNS - 1.4% | | |
| Argentina - 0.7% | | |
| Republic of Argentina | | |
| 7.82%, 12/31/33 | EUR 19,585 | 16,359,412 |
| Belarus - 0.2% | | |
| Republic of Belarus | | |
| 8.95%, 1/26/18 (d) | U.S.\$ 3,743 | 3,671,883 |
| El Salvador - 0.3% | | |
| El Salvador Government International Bond | | |
| 7.65%, 6/15/35 (d) | 5,957 | 6,656,947 |
| Hungary - 0.2% | | |
| Hungary Government International Bond | | |
| 6.375%, 3/29/21 (a) | 5,000 | 5,444,000 |
| Total Emerging Markets - Sovereigns (cost \$29,399,524) | | |
| | | 32,132,242 |
| GOVERNMENTS - SOVEREIGN BONDS - 1.4% | | |
| Croatia - 0.7% | | |
| Republic of Croatia | | |
| 6.25%, 4/27/17 (a) (d) | 5,500 | 5,928,810 |

6.375%, 3/24/21 (d)

5,830

6,466,345

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| 6.75%, 11/05/19 (d) | U.S.\$ 2,750 | \$ 3,100,625 |
| | | 15,495,780 |
| Indonesia - 0.1% | | |
| Republic of Indonesia | | |
| 6.625%, 2/17/37 (d) | 720 | 954,000 |
| 8.50%, 10/12/35 (d) | 801 | 1,269,585 |
| | | 2,223,585 |
| Lithuania - 0.3% | | |
| Lithuania Government International Bond | | |
| 6.625%, 2/01/22 (d) | 6,489 | 8,046,360 |
| Romania - 0.3% | | |
| Romanian Government International Bond | | |
| 6.75%, 2/07/22 (d) | 5,400 | 6,075,000 |
| Total Governments - Sovereign Bonds (cost \$27,636,727) | | |
| | | 31,840,725 |
| | Shares | |
| PREFERRED STOCKS - 0.7% | | |
| Financial Institutions - 0.7% | | |
| Banking - 0.5% | | |
| PNC Financial Services Group, Inc. | | |
| 6.125% | 223,000 | 6,125,810 |
| US Bancorp | | |
| 6.50% | 180,000 | 5,238,000 |
| | | 11,363,810 |
| Insurance - 0.1% | | |
| Hartford Financial Services Group, Inc. | | |
| 7.875% | 84,000 | 2,351,160 |
| REITS - 0.1% | | |
| Health Care REIT, Inc. | | |
| 6.50% | 54,775 | 1,466,327 |
| | | 15,181,297 |
| Non Corporate Sectors - 0.0% | | |
| Agencies - Government Sponsored - 0.0% | | |
| Federal National Mortgage Association | | |
| 8.25% | 125,325 | 109,033 |
| Total Preferred Stocks (cost \$16,677,500) | | |
| | | 15,290,330 |
| | Principal Amount | |

(000)

LOCAL GOVERNMENTS - MUNICIPAL BONDS - 0.5%

United States - 0.5%

California GO

7.95%, 3/01/36

U.S.\$

3,955

4,725,513

| | Principal Amount (000) | U.S. \$ Value |
|--|------------------------------|---------------|
| Illinois GO | | |
| 7.35%, 7/01/35 | U.S.\$ 3,330 | \$ 3,922,907 |
| Texas Transp Comm | | |
| (Texas St Hwy Fund First Tier) | | |
| 5.178%, 4/01/30 | 2,560 | 3,106,022 |
| Total Local Governments - Municipal Bonds (cost \$9,887,858) | | 11,754,442 |
| COLLATERALIZED MORTGAGE OBLIGATIONS - 0.4% | | |
| Non-Agency Floating Rate - 0.2% | | |
| Luminent Mortgage Trust | | |
| Series 2006-6, Class A1 | | |
| 0.417%, 10/25/46 (f) | 6,047 | 4,618,528 |
| Non-Agency Fixed Rate - 0.2% | | |
| First Horizon Alternative Mortgage Securities | | |
| Series 2006-AA5, Class A1 | | |
| 2.588%, 9/25/36 | 3,050 | 2,143,476 |
| Series 2006-AA7, Class A1 | | |
| 2.547%, 1/25/37 | 2,192 | 1,459,383 |
| | | 3,602,859 |
| Total Collateralized Mortgage Obligations (cost \$7,598,998) | | 8,221,387 |
| GOVERNMENTS - SOVEREIGN AGENCIES - 0.3% | | |
| Norway - 0.2% | | |
| Eksportfinans ASA | | |
| 2.00%, 9/15/15 | 315 | 294,525 |
| 2.375%, 5/25/16 | 3,728 | 3,448,400 |
| | | 3,742,925 |
| Russia - 0.1% | | |
| VTB Bank OJSC Via VTB Capital SA | | |
| 6.875%, 5/29/18 (d) | 3,441 | 3,703,548 |
| Total Governments - Sovereign Agencies (cost \$6,964,430) | | 7,446,473 |
| Shares | | |
| COMMON STOCKS - 0.0% | | |
| Gallery Media (k) (n) (o) (cost \$0) | 697 | 1,045,500 |
| Contracts | | |
| OPTIONS PURCHASED - PUTS - 0.0% | | |
| Options on Forward Contracts - 0.0% | | |
| EUR/USD Expiration: Dec 2012, | | |

Exercise Price: EUR 1.2647 (n) (p)

23,810,000

303,523

Edgar Filing: ALLIANCEBERNSTEIN INCOME FUND INC - Form N-Q

| Company | Contracts | U.S. \$ Value |
|---|-----------------------------------|-------------------------|
| EUR/USD Expiration: Dec 2012, Exercise Price: EUR 1.26 (n) (p) | 19,090,000 | \$ 202,974 |
| | | 506,497 |
| Swaptions 0.0% | | |
| Interest Rate Swap USD RTP Expiration: Dec 2012, Exercise Rate: 90.5% (n) (p) | 86,880,000 | 223,890 |
| Total Options Purchased - Puts (cost \$917,031) | | 730,387 |
| | Shares | |
| WARRANTS - 0.0% | | |
| GBGH, LLC, expiring 6/09/19 (k) (l) (n) | 517 | 0 |
| Ion Media Networks, expiring 12/12/39 (k) (l) (n) | 1,264 | 0 |
| Ion Media Networks, expiring 12/31/49 (k) (l) (n) | 1,248 | 0 |
| Total Warrants (cost \$0) | | 0 |
| SHORT-TERM INVESTMENTS - 4.3% | | |
| Investment Companies - 1.2% | | |
| AllianceBernstein Fixed-Income Shares, Inc. - Government STIF Portfolio, 0.14% (q) (cost \$27,876,055) | 27,876,055 | 27,876,055 |
| | Principal Amount (000) | |
| Agency Discount Note - 3.1% | | |
| Federal Home Loan Bank Zero Coupon, 10/26/12 (cost \$69,997,570) | U.S.\$ 70,000 | 69,997,570 |
| Total Short-Term Investments (cost \$97,873,625) | | 97,873,625 |
| Total Investments - 149.1% | | |
| (cost \$3,194,984,781)(r) | | 3,413,635,162 |
| Other assets less liabilities - (49.1)% | | (1,124,316,978) |
| Net Assets - 100.0% | | \$ 2,289,318,184 |

FUTURES CONTRACTS

| Type | Number of Contracts | Expiration Month | Original Value | Value at September 30, 2012 | Unrealized Appreciation/ (Depreciation) |
|---------------------------|---------------------|------------------|----------------|-----------------------------|---|
| Sold Contracts | | | | | |
| U.S. T-Bond 30 Yr Futures | 1,137 | December 2012 | \$ 170,277,931 | \$ 169,839,375 | \$ 438,556 |

| Type | Number of Contracts | Expiration Month | Original Value | Value at September 30, 2012 | Unrealized Appreciation/ (Depreciation) |
|---------------------------|---------------------|------------------|----------------|-----------------------------|---|
| U.S. T-Note 5 Yr Futures | 906 | December 2012 | \$ 112,465,210 | \$ 112,917,329 | \$ (452,119) |
| U.S. T-Note 10 Yr Futures | 2,826 | December 2012 | 374,932,536 | 377,226,844 | (2,294,308) |
| | | | | | \$ (2,307,871) |

FORWARD CURRENCY EXCHANGE CONTRACTS

| Counterparty | Contracts to | | In Exchange | | Settlement Date | Unrealized Appreciation/ (Depreciation) |
|-----------------------------------|---------------|-----------|-------------|------------|-----------------|---|
| | Deliver (000) | | For (000) | | | |
| Barclays Bank PLC Wholesale | GBP | 2,494 | USD | 4,048 | 10/24/12 | \$ 21,554 |
| Citibank NA | USD | 8,850 | RUB | 277,483 | 10/31/12 | 3,856 |
| Credit Suisse London Branch (GFX) | TRY | 41,345 | USD | 22,970 | 10/11/12 | (3,429) |
| Credit Suisse London Branch (GFX) | USD | 23,208 | MXN | 296,851 | 10/18/12 | (182,662) |
| Goldman Sachs Capital Markets LP | BRL | 27,893 | USD | 13,736 | 10/02/12 | (22,699) |
| Goldman Sachs Capital Markets LP | USD | 13,710 | BRL | 27,893 | 10/02/12 | 49,031 |
| Goldman Sachs Capital Markets LP | USD | 5,820 | ZAR | 49,094 | 10/04/12 | 76,834 |
| Goldman Sachs Capital Markets LP | BRL | 27,893 | USD | 13,647 | 11/05/12 | (51,941) |
| JPMorgan Chase Bank, NA | USD | 195 | ZAR | 1,609 | 10/04/12 | (1,542) |
| Royal Bank of Canada | CAD | 22,550 | USD | 22,977 | 11/09/12 | 58,486 |
| Royal Bank of Scotland PLC | USD | 11,225 | TRY | 20,309 | 10/11/12 | 59,494 |
| Royal Bank of Scotland PLC | EUR | 24,896 | USD | 30,572 | 10/17/12 | (1,425,518) |
| Standard Chartered Bank | BRL | 27,893 | USD | 13,528 | 10/02/12 | (230,893) |
| Standard Chartered Bank | USD | 13,736 | BRL | 27,893 | 10/02/12 | 22,699 |
| Standard Chartered Bank | SGD | 14,000 | USD | 11,428 | 10/05/12 | 19,647 |
| Standard Chartered Bank | USD | 11,263 | SGD | 14,077 | 10/05/12 | 208,283 |
| Standard Chartered Bank | JPY | 5,055,642 | USD | 64,927 | 11/16/12 | 121,117 |
| State Street Bank & Trust Co. | USD | 11,152 | KRW | 12,493,742 | 10/26/12 | 76,550 |
| UBS AG | ZAR | 93,875 | USD | 11,381 | 10/04/12 | 105,544 |
| UBS AG | USD | 11,551 | TRY | 21,117 | 10/11/12 | 182,373 |
| UBS AG | EUR | 56,639 | USD | 74,022 | 10/24/12 | 1,222,476 |
| Westpac Banking Corp. | USD | 1,440 | EUR | 1,110 | 10/24/12 | (12,769) |
| | | | | | | \$ 296,491 |

CREDIT DEFAULT SWAP CONTRACTS

| Swap Counterparty & Referenced Obligation | Fixed Rate (Pay) Receive | Implied Credit Spread at September 30, 2012 | Notional Amount (000) | Market Value | Upfront Premiums Paid (Received) | Unrealized Appreciation/ (Depreciation) |
|---|--------------------------|---|-----------------------|--------------|----------------------------------|---|
| Sale Contracts | | | | | | |
| Credit Suisse International: | | | | | | |
| CDX-NAHY 15 5 Year Index, 12/20/15* | 5.00% | 0 | 0 %\$ 5,650 | \$ 22,311 | \$ (393,937) | \$ 416,248 |

| Swap Counterparty & Referenced Obligation | Fixed Rate (Pay) Receive | Implied Credit Spread at September 30, 2012 | Notional Amount ('000) | Market Value | Upfront Premiums Paid (Received) | Unrealized Appreciation/ (Depreciation) |
|---|--------------------------|---|------------------------|--------------|----------------------------------|---|
| CDX-NAHY 15 5 Year Index, 12/20/15* | 5.00% | 0 | %\$ 5,050 | \$ 19,941 | \$ (354,865) | \$ 374,806 |
| Morgan Stanley Capital Services, Inc.: | | | | | | |
| CDX-NAHY 15 5 Year Index, 12/20/15* | 5.00 | 3.28 | 20,544 | 1,084,267 | 312,145 | 772,122 |
| CDX-NAHY 17 5 Year Index, 12/20/16* | 5.00 | 4.46 | 42,240 | 896,154 | (4,066,100) | 4,962,254 |
| | | | | \$ 2,022,673 | \$ (4,502,757) | \$ 6,525,430 |

* Termination date

REVERSE REPURCHASE AGREEMENTS

| Broker | Interest Rate | Maturity | U.S. \$ Value at September 30, 2012 |
|------------------------------------|---------------|----------|-------------------------------------|
| Barclays Bank | (1.25)%* | 0 | \$ 622,384 |
| Barclays Bank | (1.13)%* | 0 | 3,336,451 |
| Barclays Bank | (1.00)%* | 0 | 6,257,150 |
| Barclays Bank | (0.75)%* | 0 | 112,812 |
| Barclays Bank | (0.38)%* | 0 | 4,274,250 |
| Barclays Bank | (0.25)%* | 0 | 5,416,072 |
| Barclays Bank | (0.13)%* | 0 | 1,954,884 |
| Barclays Bank | 0.24% | 10/10/12 | 107,272,165 |
| Chase Manhattan Bank | (0.25)%* | 0 | 5,599,456 |
| Credit Suisse Securities (USA) LLC | (1.38)%* | 0 | 207,203 |
| Credit Suisse Securities (USA) LLC | (1.00)%* | 0 | 4,421,091 |
| Credit Suisse Securities (USA) LLC | (0.75)%* | 0 | 5,624,138 |
| Credit Suisse Securities (USA) LLC | (0.50)%* | 0 | 658,709 |
| Credit Suisse Securities (USA) LLC | (0.25)%* | 0 | 3,509,259 |
| Credit Suisse Securities (USA) LLC | (0.15)%* | 0 | 2,172,192 |
| Credit Suisse Securities (USA) LLC | 0.00% | 0 | 1,594,844 |
| Deutsche Bank | (1.00)%* | 0 | 525,899 |
| Deutsche Bank | 0.22% | 10/17/12 | 56,178,920 |
| Deutsche Bank | 0.26% | 11/05/12 | 101,374,641 |
| Goldman Sachs | 0.23% | 10/03/12 | 55,092,250 |
| Goldman Sachs | 0.24% | 11/05/12 | 65,542,001 |
| HSBC | 0.21% | 10/22/12 | 21,155,182 |
| HSBC | 0.22% | 11/07/12 | 110,137,787 |
| HSBC | 0.23% | 10/15/12 | 39,037,217 |
| HSBC | 0.23% | 11/19/12 | 77,256,416 |
| HSBC | 0.25% | 11/05/12 | 109,210,617 |
| ING | (1.88)%* | 0 | 349,654 |
| ING | (1.50)%* | 0 | 202,975 |
| ING | (0.88)%* | 0 | 1,006,804 |
| ING | (0.75)%* | 0 | 3,202,662 |
| ING | (0.50)%* | 0 | 139,141 |

| Broker | Interest Rate | Maturity | U.S. \$ Value at September 30, 2012 |
|-----------------------|---------------|----------|--|
| ING | (0.25)%* | | \$ 720,860 |
| Jefferies Group, Inc. | 0.24% | 10/04/12 | 68,582,921 |
| JPMorgan Chase | (0.25)%* | | 6,527,911 |
| Warburg | 0.23% | 11/01/12 | 79,752,849 |
| Warburg | 0.23% | 11/05/12 | 103,767,234 |
| | | | \$ 1,052,797,001 |

The reverse repurchase agreement matures on demand. Interest rate resets daily and the rate shown is the rate in effect on September 30, 2012

* Interest payment due from counterparty.

UNFUNDED LOAN COMMITMENTS

As of September 30, 2012, the Fund had the following unfunded loan commitment of \$5,825,000, which could be extended at the option of the borrower:

| Borrower | Unfunded Loan Commitments | Cost | Value |
|--------------------------------------|---------------------------------|------|--------------|
| General Motors Holding, LLC Revolver | | | |
| LIBOR +2.75% | | | |
| 10/27/15 | \$ 5,825,000 | \$ 0 | \$ (211,156) |

- (a) Position, or a portion thereof, has been segregated to collateralize reverse repurchase agreements. The market value of the collateral amounted to \$1,058,719,836.
- (b) Position, or a portion thereof, has been segregated to collateralize OTC derivatives outstanding. The aggregate market value of these securities amounted to \$773,947.
- (c) Position, or a portion thereof, has been segregated to collateralize margin requirements for open futures contracts. The market value of the collateral amounted to \$23,031,306.
- (d) 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, 2012, the aggregate market value of these securities amounted to \$421,456,761 or 18.4% of net assets.
- (e) Coupon rate adjusts periodically based upon a predetermined schedule. Stated interest rate in effect at September 30, 2012.
- (f) Floating Rate Security. Stated interest rate was in effect at September 30, 2012.
- (g) Pay-In-Kind Payments (PIK).
- (h) Security is exempt from registration under Rule 144A of the Securities Act of 1933. This security, which represents 0.08% of net assets as of September 30, 2012, is considered illiquid and restricted.

| Restricted Securities | Acquisition Date | Cost | Market Value | Percentage of Net Assets |
|---------------------------|---------------------|--------------|-----------------|-----------------------------------|
| European Media Capital SA | | | | |
| 10.00%, 2/01/15 | 8/18/10 | \$ 2,341,234 | \$ 1,723,458 | 0.08% |

- (i) *This position or a portion of this position represents an unsettled loan purchase. At September 30, 2012, the market value and unrealized gain of these unsettled loan purchases amounted to \$4,076,258 and \$46,957, respectively. 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.*
- (j) *Security is in default and is non-income producing.*
- (k) *Fair valued.*
- (l) *Illiquid security.*
- (m) *IO - Interest Only*
- (n) *Non-income producing security.*
- (o) *Restricted and illiquid security.*
- (p) *One contract relates to 1 share.*
- (q) *Investment in affiliated money market mutual fund. The rate shown represents the 7-day yield as of period end.*
- (r) *As of September 30, 2012, the cost basis of investment securities owned was substantially identical for both book and tax purposes. Gross unrealized appreciation of investments was \$228,398,718 and gross unrealized depreciation of investments was \$(9,748,337), resulting in net unrealized appreciation of \$218,650,381.*

Currency Abbreviations:

| | | |
|-----|---|----------------------|
| BRL | - | Brazilian Real |
| CAD | - | Canadian Dollar |
| EUR | - | Euro |
| GBP | - | Great British Pound |
| JPY | - | Japanese Yen |
| KRW | - | South Korean Won |
| MXN | - | Mexican Peso |
| RUB | - | Russian Ruble |
| SGD | - | Singapore Dollar |
| TRY | - | Turkish Lira |
| USD | - | United States Dollar |
| ZAR | - | South African Rand |

Glossary:

| | | |
|----------|---|---|
| ARMs | - | Adjustable Rate Mortgages |
| CDX-NAHY | - | North American High Yield Credit Default Swap Index |
| CMBS | - | Commercial Mortgage-Backed Securities |
| GO | - | General Obligation |
| OJSC | - | Open Joint Stock Company |
| REIT | - | Real Estate Investment Trust |
| STRIPS | - | Separate Trading of Registered Interest and Principle of Securities |
| TBA | - | To Be Announced |

COUNTRY BREAKDOWN***September 30, 2012 (unaudited)**

| | |
|-------|----------------|
| 84.2% | United States |
| 2.1% | Russia |
| 2.0% | Brazil |
| 0.9% | United Kingdom |
| 0.8% | Kazakhstan |
| 0.7% | Canada |
| 0.6% | Mexico |
| 0.5% | Argentina |
| 0.4% | Croatia |
| 0.4% | Netherlands |
| 0.4% | India |
| 0.3% | Germany |
| 0.3% | Luxembourg |
| 3.5% | Other |
| 2.9% | Short-Term |

100.0%

* All data are as of September 30, 2012. The Fund's country breakdown is expressed as a percentage of total investments and may vary over time. Other country weightings represent 0.3% or less in the following countries: Australia, Barbados, Belarus, China, Colombia, El Salvador, France, Hong Kong, Hungary, Indonesia, Ireland, Japan, Lithuania, Norway, Peru, Portugal, Romania, South Africa, Spain, Switzerland, Ukraine, United Arab Emirates and Venezuela.

AllianceBernstein Income Fund**September 30, 2012 (unaudited)**

In accordance with U.S. GAAP regarding fair value measurements, fair value is defined as the price that the Fund would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. The U.S. GAAP disclosure requirements establish a framework for measuring fair value, and a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability. Inputs may be observable or unobservable and refer broadly to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Fund's own assumptions about the assumptions that market participants would use in pricing the asset or liability based on the best information available in the circumstances. Each investment is assigned a level based upon the observability of the inputs which are significant to the overall valuation. The three-tier hierarchy of inputs is summarized below.

Level 1 quoted prices in active markets for identical investments

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

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

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

| Investments in Securities: | Level 1 | Level 2 | Level 3 | Total |
|--|-------------------|----------------------|-------------------|----------------------|
| Assets: | | | | |
| Governments - Treasuries | \$ 0 | \$ 1,841,358,652 | \$ 0 | \$ 1,841,358,652 |
| Corporates - Investment Grades | 0 | 363,164,254 | 0 | 363,164,254 |
| Corporates - Non-Investment Grades | 0 | 352,565,781 | 2,139,575 | 354,705,356 |
| Agencies | 0 | 227,553,147 | 0 | 227,553,147 |
| Mortgage Pass-Throughs | 0 | 204,145,886 | 0 | 204,145,886 |
| Quasi-Sovereigns | 0 | 91,472,768 | 0 | 91,472,768 |
| Emerging Markets - Corporate Bonds | 0 | 50,020,839 | 1,723,458 | 51,744,297 |
| Bank Loans | 0 | 0 | 44,637,804 | 44,637,804 |
| Commercial Mortgage-Backed Securities | 0 | 9,318,420 | 22,903,015 | 32,221,435 |
| Emerging Markets - Sovereigns | 0 | 32,132,242 | 0 | 32,132,242 |
| Governments - Sovereign Bonds | 0 | 31,840,725 | 0 | 31,840,725 |
| Preferred Stocks | 15,181,297 | 109,033 | 0 | 15,290,330 |
| Local Governments - Municipal Bonds | 0 | 11,754,442 | 0 | 11,754,442 |
| Collateralized Mortgage Obligations | 0 | 0 | 8,221,387 | 8,221,387 |
| Governments - Sovereign Agencies | 0 | 3,742,925 | 0 | 3,742,925 |
| Common Stocks | 0 | 0 | 1,045,500 | 1,045,500 |
| Options Purchased - Puts | 0 | 730,387 | 0 | 730,387 |
| Warrants | 0 | 0 | 0 [^] | 0 |
| Short-Term Investments: | | | | |
| Investment Companies | 27,876,055 | 0 | 0 | 27,876,055 |
| Agency Discount Notes | 0 | 69,997,570 | 0 | 69,997,570 |
| Total Investments in Securities | 43,057,352 | 3,289,907,071 | 80,670,739 | 3,413,635,162 |
| Other Financial Instruments* : | | | | |
| Assets: | | | | |
| Futures Contracts | 438,556 | 0 | 0 | 438,556 |
| Forward Currency Exchange Contracts | 0 | 2,227,944 | 0 | 2,227,944 |
| Credit Default Swap Contracts | 0 | 6,525,430 | 0 | 6,525,430 |
| Liabilities: | | | | |
| Futures Contracts | (2,746,427) | 0 | 0 | (2,746,427) |
| Forward Currency Exchange Contracts | 0 | (1,931,453) | 0 | (1,931,453) |
| Unfunded Loan Commitments | 0 | 0 | (211,156) | (211,156) |

| | | | | |
|--------------|----------------------|-------------------------|----------------------|-------------------------|
| Total | \$ 40,749,481 | \$ 3,296,728,992 | \$ 80,459,583 | \$ 3,417,938,056 |
|--------------|----------------------|-------------------------|----------------------|-------------------------|

[^] *The Fund held securities with zero market value at period end.*

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

There were de minimis transfers under 1% of net assets 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.

Edgar Filing: ALLIANCEBERNSTEIN INCOME FUND INC - Form N-Q

The following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining fair value.

| | Corporates - Non- Investment Grades | Emerging Markets - Corporate Bonds | Bank Loans |
|--|---|--|----------------------|
| Balance as of 12/31/11 | \$ 1,250,452 | \$ 1,630,799 | \$ 39,984,562 |
| Accrued discounts/(premiums) | (95,476) | (159,981) | 299,801 |
| Realized gain (loss) | 0 | 0 | 180,022 |
| Change in unrealized appreciation/depreciation | 119,899 | 252,640 | 1,708,535 |
| Purchases | 1,483,000 | 0 | 27,679,029 |
| Sales | 0 | 0 | (25,214,145) |
| Settlements | 0 | 0 | 0 |
| Transfers in to Level 3 | 0 | 0 | 0 |
| Transfers out of Level 3 | (618,300) | 0 | 0 |
| Balance as of 9/30/12 | \$ 2,139,575 | \$ 1,723,458 | \$ 44,637,804 |

| | | | |
|--|------------|------------|--------------|
| Net change in unrealized appreciation/depreciation from Investments held as of 9/30/12 | \$ 119,899 | \$ 252,640 | \$ 1,262,762 |
|--|------------|------------|--------------|

| | Commercial Mortgage-Backed Securities | Collateralized Mortgage Obligations | Common Stocks |
|--|---|---|---------------------|
| Balance as of 12/31/11 | \$ 49,535,691 | \$ 354,833 | \$ 871,250 |
| Accrued discounts/(premiums) | 128,488 | 15,760 | 0 |
| Realized gain (loss) | 2,190,362 | 69,037 | 0 |
| Change in unrealized appreciation/depreciation | 2,070,816 | 602,808 | 174,250 |
| Purchases | 3,294,813 | 7,675,546 | 0 |
| Sales | (26,023,815) | (496,597) | 0 |
| Settlements | 0 | 0 | 0 |
| Transfers in to Level 3 | 0 | 0 | 0 |
| Transfers out of Level 3 | (8,293,340) | 0 | 0 |
| Balance as of 9/30/12 | \$ 22,903,015 | \$ 8,221,387 | \$ 1,045,500 |

| | | | |
|--|--------------|------------|------------|
| Net change in unrealized appreciation/depreciation from Investments held as of 9/30/12 | \$ 2,668,195 | \$ 622,389 | \$ 174,250 |
|--|--------------|------------|------------|

| | Options Purchased - Puts | Warrants [^] | Credit Default Swap Contracts |
|--|-----------------------------|-----------------------|----------------------------------|
| Balance as of 12/31/11 | \$ 170,219 | \$ 457,536 | \$ (1,421,444) |
| Accrued discounts/(premiums) | 0 | 0 | 0 |
| Realized gain (loss) | (448,298) | 0 | 0 |
| Change in unrealized appreciation/depreciation | 278,079 | (457,536) | 0 |
| Purchases | 0 | 0 | 0 |
| Sales | 0 | 0 | 0 |
| Settlements | 0 | 0 | 0 |
| Transfers in to Level 3 | 0 | 0 | 0 |
| Transfers out of Level 3 | 0 | 0 | 1,421,444 |
| Balance as of 9/30/12 | \$ 0 | \$ 0 | \$ 0 |

| | | | |
|--|------|------|------|
| Net change in unrealized appreciation/depreciation from Investments held as of 9/30/12 | \$ 0 | \$ 0 | \$ 0 |
|--|------|------|------|

| | Unfunded Loan Commitments | Total |
|---|------------------------------|----------------------|
| Balance as of 12/31/11 | \$ (760,162) | \$ 92,073,736 |
| Accrued discounts/(premiums) | 0 | 188,592 |
| Realized gain (loss) | 0 | 1,991,123 |
| Change in unrealized appreciation/depreciation | 549,006 | 5,298,497 |
| Purchases | 0 | 40,132,388 |
| Sales | 0 | (51,734,557) |
| Settlements | 0 | 0 |
| Transfers in to Level 3 | 0 | 0 |
| Transfers out of Level 3* | 0 | (7,490,196) |
| Balance as of 9/30/12 | \$ (211,156) | \$ 80,459,583 |
| Net change in unrealized appreciation/depreciation from Investments held as of 9/30/12 | \$ 549,006 | \$ 5,649,141 |

^ The Fund held securities with zero market value at period end.

* There were de minimis transfers under 1% of net assets during the reporting period

The following presents information about significant unobservable inputs related to the Portfolios with material categories of Level 3 investments at September 30, 2012:

Quantitative Information about Level 3 Fair Value Measurements

| | Fair Value at 9/30/2012 | Valuation Technique | Unobservable Input | Range |
|---------------------------------------|----------------------------|---------------------|--------------------------------|-------------------|
| Bank Loans | \$44,618,476 | Third Party Vendor | Vendor Quote | \$74.22-\$103.05 |
| | 19,328 | Fair Valuation | Valuation Committee Evaluation | \$0.00-\$7.50 |
| Commercial Mortgage-Backed Securities | 22,903,015 | Third Party Vendor | Vendor Quote | \$100.27-\$109.38 |

The Adviser has established a Valuation Committee (the Committee) which is responsible for overseeing the pricing and valuation of all securities held in the Portfolios. 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 and monthly multi-source pricing compares, reviewed and submitted to the Committee, 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) monitoring of performance and performance attribution reports for anomalous impacts based upon benchmark performance, and 2) review by portfolio managers, of 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:

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT |
|--------------------|--|
| 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, 2012

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, 2012

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

Date: November 21, 2012