# **FORM ADV**

# UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION AND REPORT BY EXEMPT REPORTING ADVISERS

Prir	mary Business Name: ALLI Al	NCEBERNSTEIN L.P.		CRD Number: 108477			
Anr	nual Amendment - All Section	ns		Rev. 10/2021			
3/2	28/2024 4:46:36 PM						
W	·	•	or omissions may result in denial of by filing periodic amendments. See	of your application, revocation of your registration, or criminal Form ADV General Instruction 4.			
Ite	m 1 Identifying Information						
	•		•	entact you. If you are filing an <i>umbrella registration</i> , the es information to assist you with filing an <i>umbrella registration</i> .			
Α.	Your full legal name (if you a ALLIANCEBERNSTEIN L.P.	are a sole proprietor, your la	ast, first, and middle names):				
B.	(1) Name under which you particle ALLIANCEBERNSTEIN L.P.	orimarily conduct your adviso	ory business, if different from Item	1.A.			
	List on Section 1.B. of Sched	ule D any additional names u	ınder which you conduct your adviso	ry business.			
	(2) If you are using this For	m ADV to register more than	n one investment adviser under an	umbrella registration, check this box $\square$			
	If you check this box, comple	te a Schedule R for each rely	ing adviser.				
C.	If this filing is reporting a chame change is of your legal name or you		em 1.A.) or primary business name	(Item 1.B.(1)), enter the new name and specify whether the			
D.	(2) If you report to the SEC	as an exempt reporting advi	·				
	(3) If you have one or more Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers:  CIK Number						
	1109448						
E.				ARD system, your <i>CRD</i> number: <b>108477</b> of one of your officers, employees, or affiliates.			
	Tryour min does not have a	one nambor, sup ims nom i	1.2. De net previde the end named	or ene or year emeers, empleyees, or armates.			
	(2) If you have additional CI	RD Numbers, your additional	I CRD numbers:				
			No Information Filed				
F.	Principal Office and Place of E	Business					
	(1) Address (do not use a F Number and Street 1:		Number and Street 2:				
	501 COMMERCE STREET City:	State:	Country:	ZIP+4/Postal Code:			
	NASHVILLE	Tennessee	United States	37203			
	If this address is a priva	ate residence, check this bo	x: 🗖				
	you are applying for regi which you are applying f	istration, or are registered, wo for registration or with whom the SEC as an exempt reporting	vith one or more state securities auth you are registered. If you are applyir	business, at which you conduct investment advisory business. If norities, you must list all of your offices in the state or states to ng for SEC registration, if you are registered only with the SEC, or explices in terms of numbers of employees as of the end of your			
	(2) Days of week that you on Monday - Friday	•	at your <i>principal office and place of b</i>	pusiness:			
	Normal business hours 9:00AM - 5:00PM (3) Telephone number at the	at this location:					

(4) Facsimile number at this location, if any:

212-969-2293

	• •	ber of offices, other than your <i>pr</i> recently completed fiscal year?	rincipal office and place of busir	ness, at which you conduct investment advisory busin	ess as of
G.	Mailing address, if differen	t from your <i>principal office and pla</i>	ace of business address:		
	Number and Street 1:	, , ,	Number and Street 2:		
	City:	State:	Country:	ZIP+4/Postal Code:	
	only.	State.	odana y.	ZII i iii ostai oodo.	
	If this address is a private	e residence, check this box: 🗖			
Н.	If you are a sole proprieto	r, state your full residence addre	ess, if different from your <i>princ</i>	cipal office and place of business address in Item 1.F.:	
	Number and Street 1:		Number and Street 2:		
	City:	State:	Country:	ZIP+4/Postal Code:	
I.	Do you have one or more thinkedIn)?	websites or accounts on publicly	available social media platfor	ms (including, but not limited to, Twitter, Facebook a	Yes No
	If a website address serves addresses for all of the othe available social media platfo	as a portal through which to acce or information. You may need to li	ess other information you have st more than one portal addres content. Do not provide the in	ublicly available social media platforms on Section 1.1. on published on the web, you may list the portal without l as. Do not provide the addresses of websites or accounts dividual electronic mail (e-mail) addresses of employees	listing s on publicly
J.		contact information of your Chief Compliance Officer, if you have o		e an <i>exempt reporting adviser</i> , you must provide the colline the colline to the	contact
	Name:		Other titles, if any:		
	Telephone number:		Facsimile number, if ar	ny:	
	Number and Street 1:		Number and Street 2:		
	City:	State:	Country:	ZIP+4/Postal Code:	
	(2) If your Chief Compliance	npany Act of 1940 that you advis mber (if any):	ployed by any <i>person</i> other tha	an you, a <i>related person</i> or an investment company reacter services to you, provide the <i>person's</i> name	J
K.	•	tact Person: If a person other th may provide that information he	•	eer is authorized to receive information and respond t	to questions
	Name:		Titles:		
	Telephone number:		Facsimile number, if ar	ny:	
	Number and Street 1:		Number and Street 2:		
	City:	State:	Country:	ZIP+4/Postal Code:	
	Electronic mail (e-mail) ad	ddress, if contact person has one	::		
L.	•	all of the books and records you ur <i>principal office and place of bus</i>		ection 204 of the Advisers Act, or similar state law,	Yes No ⊙ O
	If "yes," complete Section 1	1.L. of Schedule D.			Yes No
M.	Are you registered with a	foreign financial regulatory author	rity?		0 0
	· ·	registered with a foreign financial s," complete Section 1.M. of Sched		ou have an affiliate that is registered with a foreign finar	
					Yes No
N.	Are you a public reporting	company under Sections 12 or 1	5(d) of the Securities Exchange	ge Act of 1934?	⊙ ○
					Yes No
Ο.	•	more in assets on the last day or mate amount of your assets: \$10 billion	f your most recent fiscal year'	?	• c

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J.

	\$10 billion to less than \$50 billion						
	\$50 billion or more						
	For purposes of Item 1.0. only. "assets" ref	ers to vour total	assets. rather	than the assets	vou manage on be	ehalf of clients. Determine vour total assets using	
	For purposes of Item 1.O. only, "assets" refers to your total assets, rather than the assets you manage on behalf of clients. Determine your total assets using the total assets shown on the balance sheet for your most recent fiscal year end.						
P.	. Provide your <i>Legal Entity Identifier</i> if you have one: 0JK55UGWSWNF3X7KLQ85						
	A legal entity identifier is a unique number tidentifier.	hat companies ι	use to identify	each other in th	ne financial marke	etplace. You may not have a legal entity	
SEC	TION 1.B. Other Business Names						
			No Infor	mation Filed			
SEC	TION 1.F. Other Offices						
JLU	The Thir Guiller Gillions						
Yo		tion 1.F. for eac	h location. If y	ou are applying	for SEC registrat	ich you conduct investment advisory business. ion, if you are registered only with the SEC, or ees).	
NI.	ımber and Street 1:		Numberand	Ctroot 2			
	imber and Street 1: ARBA'A ST 28		Number and	Street 2: ER SUITE 1603 (	(16TH FLOOR)		
Cit		State:	Country:		ZIP+4/Postal Co	ode:	
	L AVIV	State.	Israel		6473926	oue.	
lf <sup>-</sup>	this address is a private residence, check th	s box:					
	lephone Number: 2-3-5553300	Facsimile Num	ber, if any:				
	this office location is also required to be regiviser on the Uniform Branch Office Registrat				•	fice location for a broker-dealer or investment re:	
Ho 2	ow many <i>employees</i> perform investment advi	sory functions fr	rom this office	location?			
	e other business activities conducted at this (1) Broker-dealer (registered or unregistere		(check all that	apply)			
	(2) Bank (including a separately identifiable		division of a ba	ank)			
	(3) Insurance broker or agent						
	(4) Commodity pool operator or commodity	trading advisor	(whether regis	stered or exemp	ot from registratio	n)	
	(5) Registered municipal advisor	-					
	(6) Accountant or accounting firm						
	(7) Lawyer or law firm						
De	escribe any other investment-related busines	s activities cond	ucted from this	s office location:	:		
Yo		tion 1.F. for eac	h location. If y	ou are applying	for SEC registrat	ich you conduct investment advisory business. ion, if you are registered only with the SEC, or ees).	
	ımber and Street 1: 1 UNION STREET			Number and S SUITE 4650	Street 2:		
Cit SE	ry: ATTLE	State: Washington		Country: United States		ZIP+4/Postal Code: 98101	
lf ·	this address is a private residence, check th	s box: $\square$					

Telephone Number: 206-342-1300	Facsimile Number, if 206-342-1300	any:		
•	ired to be registered with FINRA or a ffice Registration Form (Form BR), pl		branch office location for a broker-dealer or inve umber here:	stment
How many <i>employees</i> perform in 18	vestment advisory functions from this	s office location?		
Are other business activities con	ducted at this office location? (check	all that apply)		
(1) Broker-dealer (registered	or unregistered)			
🗖 (2) Bank (including a separate	ely identifiable department or division	of a bank)		
$\square$ (3) Insurance broker or agent				
(4) Commodity pool operator	or commodity trading advisor (wheth	ner registered or exempt from i	registration)	
🗖 (5) Registered municipal advis	sor			
$\square$ (6) Accountant or accounting f	irm			
(7) Lawyer or law firm				
Describe any other <i>investment-r</i>	elated business activities conducted f	rom this office location:		
You must complete a separate S		ion. If you are applying for SEG	ess, at which you conduct investment advisory but registration, if you are registered only with the of employees).	
Number and Street 1: 225 SOUTH SIXTH STREET		Number and Street 2: SUITE 2500		
City:	State:	Country:	ZIP+4/Postal Code:	
MINNEAPOLIS	Minnesota	United States	55402	
If this address is a private reside	ence, check this box:			
Telephone Number: 612-758-5000	Facsimile Number, i 612-342-2149	if any:		
•	ired to be registered with FINRA or a ffice Registration Form (Form BR), pl		branch office location for a broker-dealer or inve umber here:	stment
How many <i>employees</i> perform in 19	vestment advisory functions from this	s office location?		
Are other business activities con ☑ (1) Broker-dealer (registered	ducted at this office location? (check	all that apply)		
	ely identifiable department or division	of a bank)		
$\square$ (3) Insurance broker or agent	·			
	or commodity trading advisor (wheth	ner registered or exempt from (	registration)	
(5) Registered municipal advis		ici registered or exempt from i	egisti diteriy	
$\square$ (6) Accountant or accounting f				
(7) Lawyer or law firm				
Describe any other <i>investment-r</i>	elated business activities conducted f	rom this office location:		
			ess, at which you conduct investment advisory but registration, if you are registered only with the	

You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest twenty-five offices (in terms of numbers of *employees*).

Number and Street 1: 800 CONNECTICUT AVENUE, NW

WASHINGTON	District of Columbia	United Stat	es 20006	
If this address is a private residence,	check this box:			
Telephone Number: 202-261-6700	Facsimile Number, if any 202-261-6767	<i>t</i> :		
If this office location is also required adviser on the Uniform Branch Office 121707	•			or a broker-dealer or investment
How many <i>employees</i> perform investr	ment advisory functions from th	is office location?		
Are other business activities conducte  ✓ (1) Broker-dealer (registered or ur		c all that apply)		
$\square$ (2) Bank (including a separately id	entifiable department or divisio	n of a bank)		
<ul> <li>□ (3) Insurance broker or agent</li> <li>□ (4) Commodity pool operator or cc</li> <li>□ (5) Registered municipal advisor</li> </ul>	mmodity trading advisor (whet	her registered or exempt fror	n registration)	
(6) Accountant or accounting firm				
(7) Lawyer or law firm				
Describe any other investment-relate	d business activities conducted	from this office location:		
Complete the following information for You must complete a separate Sched if you are an exempt reporting adviser	ule D Section 1.F. for each loca	tion. If you are applying for S	SEC registration, if you are	-
Number and Street 1: 1999 AVENUE OF THE STARS		Number and Street 2: SUITE 2150		
City:	State:	Country:	ZIP+4/Postal	Code:
LOS ANGELES	California	United States	90067	
If this address is a private residence,	check this box:			
Telephone Number: 310-286-6000	Facsimile Number 310-286-6000	, if any:		
If this office location is also required adviser on the Uniform Branch Office 121702	•			or a broker-dealer or investment
How many <i>employees</i> perform investr 56	ment advisory functions from th	is office location?		
Are other business activities conducte  ✓ (1) Broker-dealer (registered or un		c all that apply)		
(2) Bank (including a separately id	entifiable department or divisio	n of a bank)		
<ul><li>☐ (3) Insurance broker or agent</li><li>☐ (4) Commodity pool operator or co</li></ul>	mmodity trading advisor (whet	her reaistered or exempt fror	m registration)	
(5) Registered municipal advisor	,	5 - 11 - 11 - 11 - 11 - 11 - 11 - 11 -	5 · · · · · · ·	
(6) Accountant or accounting firm				
(7) Lawyer or law firm				
Describe any other investment-relate	d business activities conducted	from this office location:		
Complete the following information for	or each office, other than your $\mu$	principal office and place of bus	siness, at which you condu	uct investment advisory business.

You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or

Country:

ZIP+4/Postal Code:

City:

State:

Number and Street 1: 777 SOUTH FLAGLER DRIVE		Number and Street 2: SUITE 1601				
City:	State:	Country:	ZIP+4/Postal Code:			
WEST PALM BEACH	Florida	United States	33401			
If this address is a private residence, check this box	x: 🗖					
Telephone Number:	Facsimile Number	r, if anv:				
561-820-2100	561-820-2121	, , a				
If this office location is also required to be registered adviser on the Uniform Branch Office Registration For 121703		•	as a branch office location for a broker-dealer or investment nch Number here:			
How many <i>employees</i> perform investment advisory 22	functions from this	office location?				
Are other business activities conducted at this office location? (check all that apply)  (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable department or division of a bank) (3) Insurance broker or agent (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (5) Registered municipal advisor (6) Accountant or accounting firm (7) Lawyer or law firm						
Describe any other investment-related business act	ivities conducted fr	om this office location:				
,	1.F. for each location	on. If you are applying fo	business, at which you conduct investment advisory business. or SEC registration, if you are registered only with the SEC, or overs of employees).			
Number and Street 1: 1400 16TH STREET		Number and Street : SUITE 450	2:			
	State:	Country:	ZIP+4/Postal Code:			
	Colorado	United States	80202			
If this address is a private residence, check this box	x: 🗖					
Telephone Number: 303-292-7400	Facsimile Number,	if any:				
If this office location is also required to be registered adviser on the Uniform Branch Office Registration For 202519		•	as a branch office location for a broker-dealer or investment nch Number here:			
How many <i>employees</i> perform investment advisory 21	functions from this	office location?				
Are other business activities conducted at this office   ✓ (1) Broker-dealer (registered or unregistered)  ✓ (2) Bank (including a separately identifiable depart  ✓ (3) Insurance broker or agent  ✓ (4) Commodity pool operator or commodity tradi  ✓ (5) Registered municipal advisor  ✓ (6) Accountant or accounting firm	artment or division	of a bank)	rom registration)			
(7) Lawyer or law firm						
, , , , , , , , , , , , , , , , , , ,						
Describe any other investment-related business act	ivities conducted fr	om this office location:				

if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees).

	Section 1.F. for each loc	cation. If you are applying for	pusiness, at which you conduct investment advisory business. It is seen to see the second seed of the second second seed of the second secon
Number and Street 1: 701 BRICKELL AVENUE		Number and Street 2: SUITE 2240	
City: MIAMI	State: Florida	Country: United States	ZIP+4/Postal Code: 33131
If this address is a private residence, chec	k this box:		
Telephone Number: 305-530-6200	Facsimile Nur 305-530-626	•	
If this office location is also required to be adviser on the Uniform Branch Office Regis 143334	•		as a branch office location for a broker-dealer or investment nch Number here:
How many <i>employees</i> perform investment 23	advisory functions from	this office location?	
Are other business activities conducted at		eck all that apply)	
<ul> <li>✓ (1) Broker-dealer (registered or unregis</li> <li>✓ (2) Bank (including a separately identifia</li> <li>✓ (3) Insurance broker or agent</li> </ul>		sion of a bank)	
$\square$ (4) Commodity pool operator or commo	dity trading advisor (wh	ether registered or exempt fr	rom registration)
(5) Registered municipal advisor			
☐ (6) Accountant or accounting firm ☐ (7) Lawyer or law firm			
(7) Lawyer or law IIIII			
Describe any other investment-related bus	iness activities conducte	d from this office location:	
,	Section 1.F. for each loc	cation. If you are applying for	ousiness, at which you conduct investment advisory business. It is seen to be seen that the second of the second o
Number and Street 1: 127 PUBLIC SQUARE		Number and Street 2: SUITE 5000	
CIEVELAND	State:	Country:	ZIP+4/Postal Code:
CLEVELAND	Ohio	United States	44122
If this address is a private residence, chec	k this box:		
Telephone Number: 216-263-8090	Facsimile Nur	mber, if any:	
If this office location is also required to be adviser on the Uniform Branch Office Regis 121710	· ·	•	as a branch office location for a broker-dealer or investment nch Number here:
How many <i>employees</i> perform investment 16	advisory functions from	this office location?	
Are other business activities conducted at $lackiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii$		eck all that apply)	
$\square$ (2) Bank (including a separately identified $\square$ (3) Insurance broker or agent	able department or divis	sion of a bank)	
☐ (4) Commodity pool operator or commo☐ (5) Registered municipal advisor	dity trading advisor (wh	ether registered or exempt fr	rom registration)
☐ (6) Accountant or accounting firm			

L (7) Lawyer or law firm					
Describe any other <i>investment-related</i> busin	ess activities co	onducted from this of	ice location:		
Complete the following information for each You must complete a separate Schedule D S if you are an exempt reporting adviser, list or	Section 1.F. for e	each location. If you	are applying for SI	EC registration, if you are registered only w	•
Number and Street 1: 18 WESTLANDS ROAD		Number and Street 2 39TH FLOOR, ONE IS			
City: QUARRY BAY	State:	Country: Hong Kong		P+4/Postal Code:	
If this address is a private residence, check	this box:				
Telephone Number: 852-2918-7888	Facsimile Numb 852-2918-020	•			
If this office location is also required to be readviser on the Uniform Branch Office Registr	-		•		or investment
How many <i>employees</i> perform investment as 3	dvisory function	ns from this office loca	ition?		
Are other business activities conducted at the	ered) ole department	or division of a bank)		ı registration)	
Describe any other investment-related busin	ess activities co	onducted from this of	ice location:		
Complete the following information for each You must complete a separate Schedule D S if you are an <i>exempt reporting adviser</i> , list or	Section 1.F. for e	each location. If you	are applying for SI	EC registration, if you are registered only w	•
Number and Street 1:			and Street 2:		
2000 MCKINNEY AVENUE City: DALLAS	State: Texas	3		ZIP+4/Postal Code: 75201	
If this address is a private residence, check	this box:				
Telephone Number: 214-860-5200		nile Number, if any: 360-5222			
If this office location is also required to be readviser on the Uniform Branch Office Registr 121705	-		•		or investment
How many <i>employees</i> perform investment ac 21	dvisory function	ns from this office loca	ition?		
Are other business activities conducted at the	ered)				

(4) Commounty poor operator or commount	y trading advisor (w	mether registered of exempt from	registration)
(6) Accountant or accounting firm			
(7) Lawyer or law firm			
[6] Auswritten in variousling form [7] Lurwyor or law filth Describe any other investment related business activities conducted from this office location:    Complete the following information for each office, other than your principal office and place of business, at which you conduct investment advisory business, from must correctly adviser, list only the largest twenty-free office and place of business, at which you conduct investment advisory business, from must correctly adviser, list only the largest twenty-free offices (in terms of numbers of analyses).    Number and Stricet 1			
2,5 Pegaporent multidate above			
·			
if you are an <i>exempt reporting adviser</i> , list onl	y the largest twenty	y-five offices (in terms of numbers	of employees).
Number and Street 1:		Number and Street 2:	
101 EAST KENNEDY BOULEVARD			
City:	State:	Country:	ZIP+4/Postal Code:
TAMPA	Florida	United States	33602
If this address is a private residence, check t	his hov:		
ii tilis address is a private residence, check t	TIIS DOX.		
Telephone Number:	Facsimile	e Number, if any:	
813-314-3300		·	
•	•	_	
	IIIOH FOITH (FOITH BR	r), please provide the CRD Branch r	vumber nere:
,			
How many <i>employees</i> perform investment ad	visory functions fror	m this office location?	
19			
		heck all that apply)	
	·		
	e department or div	vision of a bank)	
	y trading advisor (w	whether registered or exempt from	registration)
□ (7) Lawyer or law firm			
Describe any other <i>investment-related</i> husine	es activities conduc	ted from this office location:	
Describe any other investment-related busine	ss activities conduc	ted from this office location.	
	•	·	•
·			
in you are an exempt reporting adviser, list only	y the largest twents	y-five offices (in terms of numbers	or employeess.
Number and Street 1:		Number and Street 2:	
60 LONDON WALL			
City:	State:	Country:	ZIP+4/Postal Code:
LONDON		United Kingdom	
if this address is a private residence, check t	nis box:		
Telephone Number:	Facsimile Nur	mber, if any:	
44-20-7470-0100			
adviser on the Uniform Branch Office Registra	ition Form (Form BR	K), please provide the <i>CRD</i> Branch N	Number here:
How many ampleyage performs in the second	vicory functions	m this office leasting?	
How many <i>employees</i> perform investment ad <sup>,</sup> 2	visory functions from	ir this office location?	

Are other business activities conducted at this office location? (check all that apply)

(1) Broker-dealer (registered or u	nregistered)			
$\square$ (2) Bank (including a separately id	dentifiable department or divisio	on of a bank)		
$\square$ (3) Insurance broker or agent				
$\square$ (4) Commodity pool operator or co	ommodity trading advisor (whet	ther registered or exempt from	registration)	
$\square$ (5) Registered municipal advisor				
$\square$ (6) Accountant or accounting firm				
$\square$ (7) Lawyer or law firm				
Describe any other investment-relate	ed business activities conducted	from this office location:		
Complete the following information f	or each office, other than your	nrincinal office and place of husin	ness, at which you conduct investment advisory busin	ness
	dule D Section 1.F. for each loca	ition. If you are applying for SE	C registration, if you are registered only with the SE	
Number and Street 1: 53 STATE STREET		Number and Stree SUITE 3801	et 2:	
City:	State:	Country:	ZIP+4/Postal Code:	
BOSTON	Massachusetts	United States	02109	
If this address is a private residence	, check this box: $\square$			
Telephone Number: 617-788-3700	Facsimile Number, if	any:		
If this office location is also required adviser on the Uniform Branch Office 121711	3	9	branch office location for a broker-dealer or investr Number here:	nent
How many <i>employees</i> perform invest 27	ment advisory functions from th	nis office location?		
Are other business activities conduct	·	k all that apply)		
(1) Broker-dealer (registered or u	•			
(2) Bank (including a separately id	dentifiable department or divisio	on of a bank)		
(3) Insurance broker or agent			and all all all all all all all all all al	
(4) Commodity pool operator or co	ommodity trading advisor (whet	ther registered or exempt from	registration)	
☐ (5) Registered municipal advisor ☐ (6) Accountant or accounting firm				
(7) Lawyer or law firm				
(7) Lawyer or law IIIII				
Describe any other investment-relate	ed business activities conducted	from this office location:		
	dule D Section 1.F. for each loca	ition. If you are applying for SE	ness, at which you conduct investment advisory busing C registration, if you are registered only with the SE of employees).	
Number and Street 1: 4365 EXECUTIVE DRIVE		Number and Street 2: SUITE 700		
City: SAN DIEGO	State: California	Country: United States	ZIP+4/Postal Code: 92121	
If this address is a private residence	, check this box: $\square$			
Telephone Number: 858-812-2200	Facsimile Number	-, if any:		
If this office location is also required adviser on the Uniform Branch Office	_	_	branch office location for a broker-dealer or investr	nent

How many <i>employees</i> perform investment adv	isory functions from this	office location?	
Are other business activities conducted at this   (1) Broker-dealer (registered or unregistered   (2) Bank (including a separately identifiable   (3) Insurance broker or agent   (4) Commodity pool operator or commodity   (5) Registered municipal advisor   (6) Accountant or accounting firm   (7) Lawyer or law firm	red) e department or division o y trading advisor (whethe	of a bank) er registered or exempt from	registration)
	ction 1.F. for each locatio	n. If you are applying for SE	ness, at which you conduct investment advisory business. C registration, if you are registered only with the SEC, or of employees).
Number and Street 1: 3560 LENOX ROAD NE		Number and Street 2: TWO ALLIANCE CENTER	
City: ATLANTA	State: Georgia	Country: United States	ZIP+4/Postal Code: 30326
If this address is a private residence, check th	nis box: 🗖		
Telephone Number: 404-279-4900	Facsimile Number, 404-279-4850	if any:	
If this office location is also required to be regadviser on the Uniform Branch Office Registrate 201302	•	•	branch office location for a broker-dealer or investment Number here:
How many <i>employees</i> perform investment adv	isory functions from this	office location?	
Are other business activities conducted at this	red) e department or division o y trading advisor (whethe	of a bank) er registered or exempt from	registration)
	ection 1.F. for each location	n. If you are applying for SE	ness, at which you conduct investment advisory business. C registration, if you are registered only with the SEC, or of employees).
Number and Street 1: 1735 MARKET STREET		Number and Street SUITE 3800	2:
City: PHILADELPHIA	State: Pennsylvania	Country: United States	ZIP+4/Postal Code: 19103
If this address is a private residence, check th	nis box: 🗖		
Telephone Number: 215-430-5600	Facsimile Number, if ar	ny:	

If this office location is also required to be regi adviser on the Uniform Branch Office Registrati 121713			branch office location for a broker-dealer or inve lumber here:	stment
How many <i>employees</i> perform investment advi 29	sory functions from	this office location?		
Are other business activities conducted at this   ✓ (1) Broker-dealer (registered or unregistere  — (2) Bank (including a separately identifiable  — (3) Insurance broker or agent  — (4) Commodity pool operator or commodity	d) department or divis	sion of a bank)	registration)	
<ul><li>☐ (5) Registered municipal advisor</li><li>☐ (6) Accountant or accounting firm</li></ul>				
(7) Lawyer or law firm				
Describe any other investment-related business	s activities conducte	ed from this office location:		
	tion 1.F. for each lo	cation. If you are applying for SE	ess, at which you conduct investment advisory bu C registration, if you are registered only with the of employees).	
Number and Street 1: 1345 AVENUE OF THE AMERICAS		Number and Street 2:		
City:	State:	Country:	ZIP+4/Postal Code:	
NEW YORK	New York	United States	10105	
If this address is a private residence, check this	is box: 🗖			
Telephone Number: 2129691000	Facsimile Numb	ber, if any:		
If this office location is also required to be regi adviser on the Uniform Branch Office Registrati			branch office location for a broker-dealer or inve lumber here:	estment
How many <i>employees</i> perform investment advi 209	sory functions from	this office location?		
Are other business activities conducted at this	office location? (che	eck all that apply)		
lacktriangledown (1) Broker-dealer (registered or unregistere	ed)			
(2) Bank (including a separately identifiable	department or divis	sion of a bank)		
<ul><li>☐ (3) Insurance broker or agent</li><li>☐ (4) Commodity pool operator or commodity</li></ul>	trading advisor (wh	nether registered or exempt from	registration)	
(5) Registered municipal advisor	and the second s	μ		
$\square$ (6) Accountant or accounting firm				
(7) Lawyer or law firm				
Describe any other investment-related business	s activities conducte	ed from this office location:		
	tion 1.F. for each lo	cation. If you are applying for SE	ess, at which you conduct investment advisory bu C registration, if you are registered only with the of employees).	
Number and Street 1: 800 CAPITAL STREET		Number and Street 2: SUITE 3550		
City:	State:	Country:	ZIP+4/Postal Code:	
HOUSTON	Texas	United States	77002	
If this address is a private residence, check thi	is box:			

If this office location is also required to be registered adviser on the Uniform Branch Office Registration For 143333		•	y as a branch office location for a broker-dealer or inve anch Number here:	estment		
How many <i>employees</i> perform investment advisory for 33	unctions from this	office location?				
Are other business activities conducted at this office location? (check all that apply)  (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable department or division of a bank) (3) Insurance broker or agent (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (5) Registered municipal advisor (6) Accountant or accounting firm (7) Lawyer or law firm						
Complete the following information for each office, o	ther than your <i>pri</i> i	ncipal office and place of	f business, at which you conduct investment advisory b	usiness.		
You must complete a separate Schedule D Section 1. if you are an exempt reporting adviser, list only the la			for SEC registration, if you are registered only with the nbers of <i>employees</i> ).	SEC, or		
Number and Street 1: 227 WEST MONROE STREET		Number and Street 2: SUITE 5900				
City: CHICAGO	State: Illinois	Country: United States	ZIP+4/Postal Code: 60606			
If this address is a private residence, check this box:						
Telephone Number: 312-696-7800	Facsimile Number 312-357-1197	-, if any:				
If this office location is also required to be registered adviser on the Uniform Branch Office Registration For 121704		•	y as a branch office location for a broker-dealer or inve anch Number here:	estment		
How many <i>employees</i> perform investment advisory for 48	unctions from this	office location?				
Are other business activities conducted at this office   (1) Broker-dealer (registered or unregistered)  (2) Bank (including a separately identifiable depart  (3) Insurance broker or agent  (4) Commodity pool operator or commodity tradin  (5) Registered municipal advisor  (6) Accountant or accounting firm  (7) Lawyer or law firm	tment or division	of a bank)	from registration)			
Describe any other investment-related business activ	ities conducted fro	om this office location:				
	F. for each location	on. If you are applying fo	f business, at which you conduct investment advisory befor SEC registration, if you are registered only with the observed on before some of the contraction of the co			

Number and Street 2:

ZIP+4/Postal Code:

SUITE 4400

Country:

State:

Facsimile Number, if any:

832-366-2000

Telephone Number:

Number and Street 1:

City:

555 CALIFORNIA STREET

832-366-2000

If this address is a private residence, check this	box:			
Telephone Number: 415-217-8000	Facsimile Number, if any: 415-217-8111			
If this office location is also required to be regist adviser on the Uniform Branch Office Registration 121706		•		investment
How many <i>employees</i> perform investment adviso 38	ry functions from this office location?			
Are other business activities conducted at this of $lacksquare$ (1) Broker-dealer (registered or unregistered)	, , ,			
$\square$ (2) Bank (including a separately identifiable de				
$\square$ (3) Insurance broker or agent				
$\square$ (4) Commodity pool operator or commodity $\operatorname{tr}$	ading advisor (whether registered or ex	xempt from registration	٦)	
(5) Registered municipal advisor				
(6) Accountant or accounting firm				
(7) Lawyer or law firm				
Describe any other <i>investment-related</i> business a	activities conducted from this office loca	ation:		
Complete the following information for each office You must complete a separate Schedule D Section if you are an exempt reporting adviser, list only the	on 1.F. for each location. If you are app	lying for SEC registrat	on, if you are registered only with	-
Number and Street 1: GERA COMMERZONE, PHASE II, VILLAGE KHARAD	I, TALUK	Number and St UNIT NO 501, 5	reet 2: 5TH FLOOR, TOWER R3	
City: PUNE	State:	Country: India	ZIP+4/Postal Code: 411014	
If this address is a private residence, check this	box:			
Telephone Number: 91-20-69114000	Facsimile Numbe	er, if any:		
If this office location is also required to be regist adviser on the Uniform Branch Office Registration		•		investment
How many <i>employees</i> perform investment adviso 23	ry functions from this office location?			
Are other business activities conducted at this of $lacksquare$ (1) Broker-dealer (registered or unregistered)				
(2) Bank (including a separately identifiable de	epartment or division of a bank)			
<ul><li>☐ (3) Insurance broker or agent</li><li>☐ (4) Commodity pool operator or commodity transfer</li></ul>	ading advisor (whether registered or o	vemnt from registration	n)	
(4) Commodity pool operator of commodity to	ading advisor (whether registered of ex	летринот теуізпаног	<i>'</i> /	
(6) Accountant or accounting firm				
(7) Lawyer or law firm				
Describe any other <i>investment-related</i> business a	activities conducted from this office loca	ation:		

United States

94104

California

SAN FRANCISCO

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or if you are an *exempt reporting adviser*, list only the largest twenty-five offices (in terms of numbers of *employees*).

Number and Street 1: 2-4, RUE EUGENE RUPPERT		Number and Street 2	:	
City: LUXEMBOURG	State:	Country: Luxembourg	ZIP+4, L-2453	/Postal Code: 3
If this address is a private residence, check this box:				
Telephone Number: 352-4639-36-15	Facsimile Numbe	er, if any:		
If this office location is also required to be registered adviser on the Uniform Branch Office Registration Form		•		location for a broker-dealer or investment
How many <i>employees</i> perform investment advisory fur 1	nctions from this (	office location?		
Are other business activities conducted at this office lo	ocation? (check al	ll that apply)		
🗹 (1) Broker-dealer (registered or unregistered)				
lacksquare (2) Bank (including a separately identifiable departi	ment or division o	of a bank)		
$\square$ (3) Insurance broker or agent				
lacksquare (4) Commodity pool operator or commodity trading	advisor (whether	registered or exempt	from registration)	
lacksquare (5) Registered municipal advisor				
(6) Accountant or accounting firm				
(7) Lawyer or law firm				
Describe any other <i>investment-related</i> business activit	ies conducted fro	m this office location:		
Complete the following information for each office, oth You must complete a separate Schedule D Section 1.F if you are an exempt reporting adviser, list only the large Number and Street 1:	f. for each location	n. If you are applying f	for SEC registration obers of <i>employees</i> )	, if you are registered only with the SEC, or
290 HARBOR DRIVE		2ND FLOOR		
City: State STAMFORD Conf	e: necticut	Country: United States		IP+4/Postal Code: 6902
If this address is a private residence, check this box:				
Telephone Number: Facs 212-892-2781	imile Number, if a	ny:		
If this office location is also required to be registered adviser on the Uniform Branch Office Registration Form		•		location for a broker-dealer or investment
How many <i>employees</i> perform investment advisory fur 9	nctions from this o	office location?		
Are other business activities conducted at this office lo	ocation? (check al	ll that apply)		
(1) Broker-dealer (registered or unregistered)		of a bank)		
(2) Bank (including a separately identifiable depart	ment or division o	or a parik)		
☐ (3) Insurance broker or agent☐ (4) Commodity pool operator or commodity trading			from registration)	
<ul> <li>□ (3) Insurance broker or agent</li> <li>□ (4) Commodity pool operator or commodity trading</li> <li>□ (5) Registered municipal advisor</li> </ul>			from registration)	
<ul> <li>□ (3) Insurance broker or agent</li> <li>□ (4) Commodity pool operator or commodity trading</li> <li>□ (5) Registered municipal advisor</li> <li>□ (6) Accountant or accounting firm</li> </ul>			from registration)	
<ul> <li>□ (3) Insurance broker or agent</li> <li>□ (4) Commodity pool operator or commodity trading</li> <li>□ (5) Registered municipal advisor</li> </ul>	advisor (whether	registered or exempt	from registration)	

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Section 1.F. for each location. If you are applying for SEC registration, if you are registered only with the SEC, or

if you are an exempt reporting adviser, list of	only the largest twenty-five of	fices (in terms of numbers of	employees).
Number and Street 1: 606 LIBERTY AVENUE		Number and Street 2:	
City:	State:	Country:	ZIP+4/Postal Code:
PITTSBURGH	Pennsylvania	United States	15222
If this address is a private residence, check	k this box:		
Telephone Number: N/A	Facsimile Number, if any	:	
If this office location is also required to be adviser on the Uniform Branch Office Regis	•		anch office location for a broker-dealer or investment nber here:
How many <i>employees</i> perform investment a	advisory functions from this of	fice location?	
Are other business activities conducted at	this office location? (check all	that apply)	
☑ (1) Broker-dealer (registered or unregis			
☐ (2) Bank (including a separately identifiad (3) Insurance broker or agent	able department or division of	a bank)	
(4) Commodity pool operator or commod	dity trading advisor (whether	registered or exempt from req	gistration)
[] (5) Registered municipal advisor			
(6) Accountant or accounting firm			
(7) Lawyer or law firm			
Describe any other investment-related busi	ness activities conducted fron	n this office location:	
SECTION 1.I. Website Addresses			
List your website addresses, including add	·	•	orms where you control the content (including, but not for each website or account on a publicly available
List your website addresses, including add limited to, Twitter, Facebook and/or Linked	In). You must complete a sep	•	for each website or account on a publicly available
List your website addresses, including add limited to, Twitter, Facebook and/or Linked social media platform.	In). You must complete a sep ailable Social Media Platform:	arate Schedule D Section 1.I.	for each website or account on a publicly available n/alliancebernstein/?hl=en
List your website addresses, including add limited to, Twitter, Facebook and/or Linked social media platform.  Address of Website/Account on Publicly Ava	In). You must complete a sep ailable Social Media Platform: ailable Social Media Platform:	arate Schedule D Section 1.I.  https://www.instagram.con	for each website or account on a publicly available  n/alliancebernstein/?hl=en  COM/ALLIANCEBERNSTEIN
List your website addresses, including add limited to, Twitter, Facebook and/or Linked social media platform.  Address of Website/Account on Publicly Available Address of Website/Accou	In). You must complete a separal ailable Social Media Platform:  ailable Social Media Platform:	arate Schedule D Section 1.I.  https://www.instagram.con  HTTPS://WWW.INSTAGRAM.	for each website or account on a publicly available  n/alliancebernstein/?hl=en  COM/ALLIANCEBERNSTEIN  n/bernsteinpwm/
List your website addresses, including add limited to, Twitter, Facebook and/or Linked social media platform.  Address of Website/Account on Publicly Available Address of Website/Accou	In). You must complete a separal ailable Social Media Platform:  ailable Social Media Platform:  ailable Social Media Platform:	https://www.instagram.com  HTTPS://WWW.INSTAGRAM.  https://www.instagram.com	for each website or account on a publicly available  n/alliancebernstein/?hl=en  COM/ALLIANCEBERNSTEIN  n/bernsteinpwm/  p_insights
List your website addresses, including add limited to, Twitter, Facebook and/or Linked social media platform.  Address of Website/Account on Publicly Available Address of Website/Accou	ailable Social Media Platform:  ailable Social Media Platform:  ailable Social Media Platform:  ailable Social Media Platform:	https://www.instagram.com  HTTPS://WWW.INSTAGRAM.  https://www.instagram.com  https://www.twitter.com/al	for each website or account on a publicly available  n/alliancebernstein/?hl=en  COM/ALLIANCEBERNSTEIN  n/bernsteinpwm/  p_insights
List your website addresses, including add limited to, Twitter, Facebook and/or Linked social media platform.  Address of Website/Account on Publicly Available Address of Website/Accou	ailable Social Media Platform:  ailable Social Media Platform:  ailable Social Media Platform:  ailable Social Media Platform:  ailable Social Media Platform:	https://www.instagram.com/www.instagram.com/www.instagram.com/www.instagram.com/www.instagram.com/www.twitter.com/al/www.youtube.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linkedin.com/www.linke	for each website or account on a publicly available  n/alliancebernstein/?hl=en  COM/ALLIANCEBERNSTEIN  n/bernsteinpwm/  c_insights  c/BernsteinPWM

Address of Website/Account on Publicly Available Social Media Platform: https://www.facebook.com/ABinsights

Address of Website/Account on Publicly Available Social Media Platform:	https://www.linkedin.com/company/abglobal/
Address of Website/Account on Publicly Available Social Media Platform:	https://www.youtube.com/channel/UCjzcOPQDzrXhxM6OBiJ44ZQ
Address of Website/Account on Publicly Available Social Media Platform:	https://www.youtube.com/channel/UCV4KgmgeGQc3GW4YKZhvj-A
Address of Website/Account on Publicly Available Social Media Platform:	HTTPS://WWW.ASTURIASCAPITALLLC.COM/
Address of Website/Account on Publicly Available Social Media Platform:	https://line.me/R/ti/p/%40gpt0697p Messaging APP: need scan QR code
Address of Website/Account on Publicly Available Social Media Platform:	http://blog.naver.com/abinsights
Address of Website/Account on Publicly Available Social Media Platform:	https://www.facebook.com/abfunds
Address of Website/Account on Publicly Available Social Media Platform:	https://www.youtube.com/abfunds
Address of Website/Account on Publicly Available Social Media Platform:	https://www.youtube.com/user/AllianceBernsteinLP
Address of Website/Account on Publicly Available Social Media Platform:	https://twitter.com/ab_insights_uk?lang=en
Address of Website/Account on Publicly Available Social Media Platform:	HTTPS://TWITTER.COM/BERNSTEINPWM
Address of Website/Account on Publicly Available Social Media Platform:	HTTP://WWW.BERNSTEIN.COM
Address of Website/Account on Publicly Available Social Media Platform:	https://ja-jp.facebook.com/happy.r.project/
Address of Website/Account on Publicly Available Social Media Platform:	HTTP://WWW.ALLIANCEBERNSTEIN.COM
SECTION 1.L. Location of Books and Records	
Complete the following information for each location at which you keep you must complete a separate Schedule D, Section 1.L. for each location.	your books and records, other than your principal office and place of business. You

Name of entity where books and records are kept:

ALLIANCEBERNSTEIN JAPAN LTD.

Number and Street 1: ACROS FUKUOKA 13F

City:

FUKUOKA

If this address is a private residence, check this box:  $\ \ \Box$ 

Number and Street 2: 1-1-1 TENJIN, CHUO-KU

Country: ZIP+4/Postal Code:

Japan 810-0001

State:

81-92-736-3200	81-35-425-503	5		
This is (check one):  one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
other.				
Briefly describe the books and records kept at the CERTAIN BOOKS AND RECORD MAINTAINED IN A		ION 204 OF THE INVESTMEN	NT ADVISERS ACT.	
Name of entity where books and records are kep ALLIANCEBERNSTEIN L.P.	ot:			
Number and Street 1: 2000 MCKINNEY AVENUE		Number and Street 2: SUITE 2100		
City:		Country:	ZIP+4/Postal Code:	
DALLAS	Texas	United States	75201	
If this address is a private residence, check this	box:			
Telephone Number:	Facsimile number, i	if any:		
214-860-5200	214-860-5222			
This is (check one):  one of your branch offices or affiliates.				
o a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept at the CERTAIN BOOKS AND RECORDS MAINTAINED IN A		TION 204 OF THE INVESTME	ENT ADVISERS ACT.	
Name of entity where books and records are key ALLIANCEBERNSTEIN L.P.	ot:			
Number and Street 1: 1735 MARKET STREET		Number and Street SUITE 3800	2:	
	State:	Country:	ZIP+4/Postal Code:	
PHILADELPHIA	Pennsylvania	United States	19103	
If this address is a private residence, check this	box:			
Telephone Number: 215-430-5600	Facsimile number, if any	r:		
This is (check one):  one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
o other.				
Briefly describe the books and records kept at the CERTAIN BOOKS AND RECORDS MAINTAINED IN A		TION 204 OF THE INVESTME	ENT ADVISERS ACT.	
Name of entity where books and records are key				
ALLIANCEBERNSTEIN L.P.	ot:			

SUITE 1100

ZIP+4/Postal Code:

Country:

Facsimile number, if any:

Telephone Number:

800 CONNECTICUT AVENUE, NW

State:

City:

If this address is a private residence, check the	is box:			
	acsimile number, if an 02-261-6767	y:		
This is (check one):    one of your branch offices or affiliates.    a third-party unaffiliated recordkeeper.    other.				
Briefly describe the books and records kept at CERTAIN BOOKS AND RECORDS MAINTAINED II		SECTION 204 OF THE INVESTM	MENT ADVISERS ACT.	
Name of entity where books and records are k ALLIANCEBERNSTEIN CANADA, INC.	sept:			
Number and Street 1: 161 BAY STREET		Number and Street 2 27TH FLOOR	:	
City: TORONTO	State:	Country: Canada	ZIP+4/Postal Code: M5J 2S1	
If this address is a private residence, check th	is box:			
Telephone Number: 416-572-2534	Facsimile n	umber, if any:		
This is (check one):  one of your branch offices or affiliates.				
na third-party unaffiliated recordkeeper.				
other.				
Briefly describe the books and records kept at CERTAIN BOOKS AND RECORDS MAINTAINED II		SECTION 204 OF THE INVESTM	MENT ADVISERS ACT.	
Name of entity where books and records are k ALLIANCEBERNSTEIN L.P.	cept:			
Number and Street 1: 701 BRICKELL AVENUE		Number and Street 2: SUITE 2240		
City: MIAMI	State: Florida	Country: United States	ZIP+4/Postal Code: 33131	
If this address is a private residence, check the	is box:			
Telephone Number: 305-530-6200	Facsimile numl 305-530-6264			
This is (check one):  one of your branch offices or affiliates.				
o a third-party unaffiliated recordkeeper.				
o other.				
Briefly describe the books and records kept at CERTAIN BOOKS AND RECORDS MAINTAINED II		SECTION 204 OF THE INVESTM	MENT ADVISERS ACT.	
Name of entity where books and records are k	cept:			

United States

20006

District of Columbia

WASHINGTON

ALLIANCEBERNSTEIN, L.P.

Number and Street 1: Number and Street 2: 3560 LENOX ROAD NE TWO ALLIANCE CENTER ZIP+4/Postal Code: City: State: Country: ATLANTA Georgia **United States** 30326 If this address is a private residence, check this box:  $\square$ Telephone Number: Facsimile number, if any: 404-279-4900 404-279-4850 This is (check one): one of your branch offices or affiliates. o a third-party unaffiliated recordkeeper. Briefly describe the books and records kept at this location. CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT. Name of entity where books and records are kept: ALLIANCEBERNSTEIN L.P. Number and Street 1: Number and Street 2: **SUITE 3550** 800 CAPITAL STREET City: ZIP+4/Postal Code: State: Country: **HOUSTON United States** 77002 Texas If this address is a private residence, check this box:  $\Box$ Facsimile number, if any: Telephone Number: 832-366-2000 832-366-2000 This is (check one): one of your branch offices or affiliates. o a third-party unaffiliated recordkeeper. other. Briefly describe the books and records kept at this location. CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT. Name of entity where books and records are kept: ALLIANCEBERNSTEIN L.P. Number and Street 1: Number and Street 2: 1999 AVENUE OF THE STARS, SUITE 2150 **SUITE 2150** City: State: Country: ZIP+4/Postal Code: LOS ANGELES California **United States** 90067

Telephone Number:

310-286-6000

This is (check one): one of your branch offices or affiliates.

O a third-party unaffiliated recordkeeper.

other.

Briefly describe the books and records kept at this location.

If this address is a private residence, check this box:  $\Box$ 

CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORDANCE WITH SECTION 204 OF THE INVESTMENT ADVISERS ACT.

Facsimile number, if any:

310-286-6000

Name of entity where books and records are kept: ALLIANCEBERNSTEIN L.P.			
Number and Street 1: 101 EAST KENNEDY BOULEVARD		Number and Street 2: 32ND FLOOR	
City: TAMPA	State: Florida	Country: United States	ZIP+4/Postal Code: 33602
If this address is a private residence, check this box:			
Telephone Number: 813-314-3300	Facsimile number 813-314-3400	r, if any:	
This is (check one):  one of your branch offices or affiliates.			
o a third-party unaffiliated recordkeeper.			
other.			
Briefly describe the books and records kept at this loc CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCO		TION 204 OF THE INVESTMENT ADV	/ISERS ACT.
Name of entity where books and records are kept: ALLIANCEBERNSTEIN L.P.			
Number and Street 1: 1345 AVENUE OF THE AMERICAS		Number and Street 2:	
	tate: ew York	Country: United States	ZIP+4/Postal Code: 10105
If this address is a private residence, check this box:			
Telephone Number: Fa	acsimile number, if a	any:	
This is (check one):  one of your branch offices or affiliates.			
$_{ m C}$ a third-party unaffiliated recordkeeper.			
O other.			
Briefly describe the books and records kept at this loc CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCO		TION 204 OF THE INVESTMENT ADV	/ISERS ACT.
Name of entity where books and records are kept: ALLIANCEBERNSTEIN L.P.			
Number and Street 1: 127 PUBLIC SQUARE		Number and Street 2: SUITE 5000	
City: CLEVELAND		Country: United States	ZIP+4/Postal Code: 44122
If this address is a private residence, check this box:			
Telephone Number: 216-263-8090	Facsimile number,	if any:	
This is (check one):			

o a third-party unaffiliated recordkeeper.

O other.  Briefly describe the books and records kept at thi CERTAIN BOOKS AND RECORDS MAINTAINED IN A		ECTION 204 OF THE INVE	STMENT ADVISERS ACT.	
Name of entity where books and records are kep ALLIANCEBERNSTEIN L.P.	t:			
Number and Street 1: 1225 17TH STREET		Number and Street SUITE 2900	2:	
City: DENVER	State: Colorado	Country: United States	ZIP+4/Postal Code: 80202	
If this address is a private residence, check this b	oox:			
Telephone Number: 303-292-7400	Facsimile number, 303-292-7575	if any:		
This is (check one):  one of your branch offices or affiliates.				
<ul><li>a third-party unaffiliated recordkeeper.</li><li>other.</li></ul>				
Briefly describe the books and records kept at thi CERTAIN BOOKS AND RECORDS MAINTAINED IN A		ECTION 204 OF THE INVE	STMENT ADVISERS ACT.	
Name of entity where books and records are kep ALLIANCEBERNSTEIN L.P.	t:			
Number and Street 1: 501 COMMERCE STREET		Number and Stree	et 2:	
City: NASHVILLE	State: Tennessee	Country: United States	ZIP+4/Postal Code: 37203	
If this address is a private residence, check this b	oox:			
Telephone Number: 2129691000	Facsimile number, if	any:		
This is (check one):  one of your branch offices or affiliates.				
<ul><li>a third-party unaffiliated recordkeeper.</li><li>other.</li></ul>				
Briefly describe the books and records kept at thi CERTAIN BOOKS AND RECORDS MAINTAINED IN A		ECTION 204 OF THE INVE	STMENT ADVISERS ACT.	
Name of entity where books and records are kep ALLIANCEBERNSTEIN JAPAN LTD.	t:			
Number and Street 1: HIBIYA PARKFRONT 14F		Number and Street 2: 2-1-6 UCHISAIWAICHO,	CHIAODV-KII	
City: TOKYO	State:	Country: Japan	ZIP+4/Postal Code: 100-0011	
If this address is a private residence, check this b	oox:			

81-3-3240-8534

81-3-5962-9000

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one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept at the CERTAIN BOOKS AND RECORDS MAINTAINED IN		SECTION 204 OF THE INVESTME	NT ADVISERS ACT.	
Name of entity where books and records are ke ALLIANCEBERNSTEIN L.P.	ept:			
Number and Street 1: 601 UNION STREET		Number and Street 2 SUITE 4650		
City:	State:	Country:	ZIP+4/Postal Code:	
SEATTLE	Washington	United States	98101	
If this address is a private residence, check this	box:			
Telephone Number: 206-342-1300	Facsimile number, 206-342-1300	if any:		
This is (check one):  one of your branch offices or affiliates.				
$_{ m C}$ a third-party unaffiliated recordkeeper.				
other.				
Briefly describe the books and records kept at the CERTAIN BOOKS AND RECORDS MAINTAINED IN		SECTION 204 OF THE INVESTME	NT ADVISERS ACT.	
Name of entity where books and records are ke ALLIANCEBERNSTEIN LTD	ept:			
	ept:	Number and Street 2:		
ALLIANCEBERNSTEIN LTD  Number and Street 1: 60 LONDON WALL City:	ept: State:	Country:	ZIP+4/Postal Code:	
ALLIANCEBERNSTEIN LTD  Number and Street 1: 60 LONDON WALL			ZIP+4/Postal Code: EC2M 5SJ	
ALLIANCEBERNSTEIN LTD  Number and Street 1: 60 LONDON WALL City:	State:	Country:		
ALLIANCEBERNSTEIN LTD  Number and Street 1: 60 LONDON WALL  City: LONDON	State:	Country: United Kingdom er, if any:		
ALLIANCEBERNSTEIN LTD  Number and Street 1: 60 LONDON WALL  City: LONDON  If this address is a private residence, check this  Telephone Number:	State:  box:   Facsimile number	Country: United Kingdom er, if any:		
ALLIANCEBERNSTEIN LTD  Number and Street 1: 60 LONDON WALL  City: LONDON  If this address is a private residence, check this  Telephone Number: 44-20-7470-0100  This is (check one):	State:  box:   Facsimile number	Country: United Kingdom er, if any:		
ALLIANCEBERNSTEIN LTD  Number and Street 1: 60 LONDON WALL  City: LONDON  If this address is a private residence, check this  Telephone Number: 44-20-7470-0100  This is (check one): one of your branch offices or affiliates.	State:  box:   Facsimile number	Country: United Kingdom er, if any:		
ALLIANCEBERNSTEIN LTD  Number and Street 1: 60 LONDON WALL City: LONDON  If this address is a private residence, check this  Telephone Number: 44-20-7470-0100  This is (check one):	State:  box:  Facsimile number 44-20-7470-010	Country: United Kingdom  er, if any:	EC2M 5SJ	
ALLIANCEBERNSTEIN LTD  Number and Street 1: 60 LONDON WALL City: LONDON  If this address is a private residence, check this  Telephone Number: 44-20-7470-0100  This is (check one):	State:  box:  Facsimile number 44-20-7470-010  his location.  ACCORDANCE WITH	Country: United Kingdom  er, if any:	EC2M 5SJ	
Number and Street 1: 60 LONDON WALL City: LONDON  If this address is a private residence, check this Telephone Number: 44-20-7470-0100  This is (check one): one of your branch offices or affiliates. o a third-party unaffiliated recordkeeper. other.  Briefly describe the books and records kept at the CERTAIN BOOKS AND RECORDS MAINTAINED IN  Name of entity where books and records are keeper.	State:  box:  Facsimile number 44-20-7470-010  his location.  ACCORDANCE WITH	Country: United Kingdom  er, if any:	EC2M 5SJ	

Canada

L4K 4L5

CONCORD

Telephone Number: 905-695-0564	Facsimile number	r, if any:		
This is (check one):  O one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
o other.				
Briefly describe the books and records kept at this CERTAIN BOOKS AND RECORD MAINTAINED IN ACC		N 204 OF THE INVESTMENT .	ADVISERS ACT.	
Name of entity where books and records are kept ALLIANCEBERNSTEIN L.P.	:			
ALLIANCEDERINSTEIN L.F.				
Number and Street 1:		Number and Street 2:		
225 SOUTH SIXTH STREET	Ctata	SUITE 2500	71D : 4/Deatal Cada:	
City: MINNEAPOLIS	State: Minnesota	Country: United States	ZIP+4/Postal Code: 55402	
If this address is a private residence, check this bo	ox:			
Telephone Number:	Facsimile number, if any	<i>I</i> :		
612-758-5000	612-342-2149			
This is (sheek ema).				
This is (check one):  o one of your branch offices or affiliates.				
o a third-party unaffiliated recordkeeper.				
other.				
Briefly describe the books and records kept at this CERTAIN BOOKS AND RECORDS MAINTAINED IN AC		ON 204 OF THE INVESTMENT	ADVISEDS ACT	
CERTAIN BOOKS AND RECORDS MAINTAINED IN AC	CORDANCE WITH SECTI	ON 204 OF THE INVESTMENT	ADVISERS ACT.	
Name of entity where books and records are kept	:			
ALLIANCEBERNSTEIN L.P.				
Number and Street 1:		Number and Street 2:		
4365 EXECUTIVE DRIVE		SUITE 700		
City: SAN DIEGO	State: California	Country: United States	ZIP+4/Postal Code: 92121	
If this address is a private residence, check this bo	ox:			
Telephone Number:	Facsimile number, if an	Vr.		
858-812-2200	858-812-2244	у.		
This is (check one):  o one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
other.				
Briefly describe the books and records kept at this				
CERTAIN BOOKS AND RECORDS MAINTAINED IN AC	CCORDANCE WITH SECTI	ON 204 OF THE INVESTMENT	ADVISERS ACT.	
Name of entity where books and records are kept	:			
ALLIANCEBERNSTEIN (SINGAPORE) LTD.				

If this address is a private residence, check this box:  $\ \square$ 

ONE RAFFLES QUAY					
City: SINGAPORE	State:	Country: Singapore		+4/Postal Code: 8583	
If this address is a private residence, check this box:					
Telephone Number: 65-6230-4600	Facsimile numb	er, if any:			
This is (check one):  one of your branch offices or affiliates.					
$_{\hbox{\scriptsize C}}$ a third-party unaffiliated recordkeeper.					
O other.					
Briefly describe the books and records kept at this local CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORD		CTION 204 OF THE	INVESTMENT ADV	ISERS ACT.	
Name of entity where books and records are kept: ALLIANCEBERNSTEIN AUSTRALIA LIMITED					
Number and Street 1: 88 PHILLIP STREET		Number and LEVEL 32	Street 2:		
City:	State:	Country:	ZIP	+4/Postal Code:	
SYDNEY		Australia	NSV	V 2000	
If this address is a private residence, check this box:					
Telephone Number: 61-2-92551200	Facsimile numl 61-2-9247976				
This is (check one):  one of your branch offices or affiliates.					
$_{f C}$ a third-party unaffiliated recordkeeper.					
O other.					
Briefly describe the books and records kept at this local CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORD		CTION 204 OF THE	INVESTMENT ADV	ISERS ACT.	
Name of entity where books and records are kept: ALLIANCEBERNSTEIN HONG KONG LIMITED					
Number and Street 1: 39TH FLOOR, ONE ISLAND EAST, TAIKOO PLACE			Number and Stre	eet 2: ROAD QUARRY BAY	
City: HONG KONG	Stat	e:	Country: Hong Kong	ZIP+4/Postal Code:	
If this address is a private residence, check this box:					
Telephone Number: 852-2918-7888		simile number, if an -2918-0200	y:		
This is (check one):  one of your branch offices or affiliates.					
o a third-party unaffiliated recordkeeper.					
o other.					
Briefly describe the books and records kept at this local CERTAIN BOOKS AND RECORDS MAINTAINED IN ACCORD		CTION 204 OF THE	INVESTMENT ADV	ISERS ACT.	

Number and Street 2:

Number and Street 1:

Name of entity where books and records are kep ALLIANCEBERNSTEIN L.P.	t:			
Number and Street 1: 777 SOUTH FLAGLER DRIVE		Number and Street 2: SUITE 1601		
City: WEST PALM BEACH	State: Florida	Country: United States	ZIP+4/Postal Code: 33401	
If this address is a private residence, check this b	oox:			
Telephone Number: 561-820-2100	Facsimile number, 561-820-2121	if any:		
This is (check one):  one of your branch offices or affiliates.				
${f C}$ a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept at thi CERTAIN BOOKS AND RECORDS MAINTAINED IN A		CTION 204 OF THE INVESTMENT	ADVISERS ACT.	
Name of entity where books and records are kep ALLIANCEBERNSTEIN L.P.	t:			
Number and Street 1: 555 CALIFORNIA STREET		Number and Street 2: SUITE 4400		
City:	State:	Country:	ZIP+4/Postal Code:	
SAN FRANCISCO	California	United States	94104	
If this address is a private residence, check this b	oox:			
Telephone Number: 415-217-8000	Facsimile number, if 415-217-8111	any:		
This is (check one):  one of your branch offices or affiliates.				
$_{ m C}$ a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept at thi CERTAIN BOOKS AND RECORDS MAINTAINED IN A		CTION 204 OF THE INVESTMENT	ADVISERS ACT.	
Name of entity where books and records are kep ALLIANCEBERNSTEIN L.P.	t:			
Number and Street 1: 53 STATE STREET		Number and Street 2 SUITE 3801	:	
3	tate:	Country:	ZIP+4/Postal Code:	
BOSTON M	assachusetts	United States	02109	
If this address is a private residence, check this b	oox:			
	acsimile number, if any 17-788-3800	;		
This is (check one):  O one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				

other.

Briefly describe the books and records kept at this CERTAIN BOOKS AND RECORDS MAINTAINED IN ACC		SECTION 204 OF THE IN	VESTMENT ADVISERS ACT.	
Name of entity where books and records are kept: ALLIANCEBERNSTEIN L.P.				
Number and Street 1: 227 WEST MONROE STREET		Number and Street SUITE 5900	2:	
City:	State:	Country:	ZIP+4/Postal Code:	
CHICAGO	Illinois	United States	60606	
If this address is a private residence, check this box	x: □			
Telephone Number: 312-696-7800	Facsimile numb			
This is (check one):  one of your branch offices or affiliates.				
o a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept at this CERTAIN BOOKS AND RECORDS MAINTAINED IN ACC		SECTION 204 OF THE IN	VESTMENT ADVISERS ACT.	
Name of entity where books and records are kept: ALLIANCEBERNSTEIN L.P.				
Number and Street 1: 8000 1H 10 WEST		Number and Street	2:	
City:	State:	Country:	ZIP+4/Postal Code:	
SAN ANTONIO	Texas	United States	78230	
If this address is a private residence, check this box	x: 🗖			
Telephone Number: 210-384-6000	Facsimile numb 210-384-6101	per, if any:		
This is (check one):  one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
o other.				
Briefly describe the books and records kept at this CERTAIN BOOKS AND RECORDS MAINTAINED IN ACC		SECTION 204 OF THE IN	VESTMENT ADVISERS ACT.	
Name of entity where books and records are kept: AB BERNSTEIN ISRAEL LTD				
Number and Street 1: HAARBA'A ST 28		Imber and Street 2: OUTH TOWER SUITE 1603	3 (16TH FLOOR)	
	ate: Co	untry: rael	ZIP+4/Postal Code: 6473926	
If this address is a private residence, check this box				
in this address is a private residence, check this bo.	<b>√.</b>			
Telephone Number: Fa 972-3-5553300	csimile number, if	any:		

		k one): our branch offices or affiliates.			
		arty unaffiliated recordkeeper.			
o oth		a. g anamiated recordiceper.			
		ibe the books and records kept OKS AND RECORDS MAINTAINED		CTION 204 OF THE INVESTMEN	T ADVISERS ACT.
		ity where books and records ar AVENUE	re kept:		
		Street 1: AVENUE		Number and Street 2:	
City: PITTSE	BURGH		State: Pennsylvania	Country: United States	ZIP+4/Postal Code: 15222
If this	addre	ss is a private residence, check	this box:		
Teleph N/A	ione N	umber:	Facsimile number, if ar	ny:	
		k one): our branch offices or affiliates.			
o a t		arty unaffiliated recordkeeper.			
		ibe the books and records kept OKS AND RECORDS MAINTAINEI		CTION 204 OF THE INVESTMEN	T ADVISERS ACT.
SECTIO	N 1.W	1. Registration with Foreign Fig	nancial Regulatory Authori	ities	
SECTIC	)N 1.M	1. Registration with Foreign Fi			
SECTIC	N 1.M	1. Registration with Foreign Fi		ities Information Filed	
		<ol> <li>Registration with Foreign Find the second sec</li></ol>			
Item 2 Respon	SEC R ses to gistrat	egistration/Reporting this Item help us (and you) de	No etermine whether you are el dating amendment to your SI	Information Filed  ligible to register with the SEC.	Complete this Item 2.A. only if you are applying for an umbrella registration, the information in Item 2
Respon SEC reg should A. To	SEC R ses to gistrat be pro regist nual u	egistration/Reporting  this Item help us (and you) de ion or submitting an annual upon point of the filing adviser only ser (or remain registered) with the pdating amendment to your SEC information to help you determine the second services of the point	etermine whether you are elected at the SEC, you must check at C registration and you are n	Information Filed  ligible to register with the SEC. EC registration. If you are filing  least one of the Items 2.A.(1) to longer eligible to register wit	through 2.A.(12), below. If you are submitting an the the SEC, check Item 2.A.(13). Part 1A Instruction 2
Response SEC regishould  A. To an property You	SEC R ses to gistrat be pro regist nual u ovides u (the	egistration/Reporting  this Item help us (and you) delion or submitting an annual upopoided for the filing adviser only.  ter (or remain registered) with the pdating amendment to your SEC information to help you determadviser):	etermine whether you are eldating amendment to your State SEC, you must check at C registration and you are notine whether you may affirm	Information Filed  ligible to register with the SEC. EC registration. If you are filing  least one of the Items 2.A.(1) to longer eligible to register wit	through 2.A.(12), below. If you are submitting an the the SEC, check Item 2.A.(13). Part 1A Instruction 2
Respon SEC reg should A. To	SEC R ses to gistrat be pro regist nual u ovides u (the	egistration/Reporting  this Item help us (and you) delion or submitting an annual upon poided for the filing adviser only.  ter (or remain registered) with the pdating amendment to your SEC information to help you determ adviser):  are a large advisory firm that	etermine whether you are eldating amendment to your Sithe SEC, you must check at C registration and you are notine whether you may affirm the teither:	Information Filed  ligible to register with the SEC. EC registration. If you are filing  least one of the Items 2.A.(1) to longer eligible to register with matively respond to each of the	through 2.A.(12), below. If you are submitting an the SEC, check Item 2.A.(13). Part 1A Instruction 2 ese items.
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Respon SEC reg should  A. To an pro	SEC R ses to gistrat be pro regist nual u ovides u (the (1)	egistration/Reporting  this Item help us (and you) decion or submitting an annual upon ovided for the filing adviser only.  ter (or remain registered) with the pdating amendment to your SEC information to help you determ adviser):  are a large advisory firm that  (a) has regulatory assets under a mid-sized advisory firm (in U.S. dollars) and you are expressed to the dollars of business; or	etermine whether you are elected at a set of the SEC, you must check at a comparison and you are not on the whether you may affirm at either:  The remanagement of \$100 millions are management of \$90 millions are with the SEC;  That has regulatory assets either:  The red as an adviser with the set of the set	ligible to register with the SEC. EC registration. If you are filing  least one of the Items 2.A.(1) to longer eligible to register with matively respond to each of the lion (in U.S. dollars) or more; on (in U.S. dollars) or more at the sunder management of \$25 m.	through 2.A.(12), below. If you are submitting an the the SEC, check Item 2.A.(13). Part 1A Instruction 2 ese items.  or the time of filing its most recent annual updating fillion (in U.S. dollars) or more but less than \$100 million
Respon SEC reg should  A. To an pro	SEC R ses to gistrat be pro regist nual u ovides u (the (1)	egistration/Reporting  this Item help us (and you) decion or submitting an annual upon ovided for the filing adviser only.  ter (or remain registered) with the pdating amendment to your SEC information to help you determ adviser):  are a large advisory firm that  (a) has regulatory assets under a mid-sized advisory firm (in U.S. dollars) and you are expressed in the continuous and the properties of business; or  (b) not subject to examination	etermine whether you are elected at a set of the SEC, you must check at a comparison and you are not on the whether you may affirm at either:  The remanagement of \$100 millions are management of \$90 millions are management of \$90 millions are with the SEC;  The that has regulatory assets either:  The red as an adviser with the set of the state securities automatically and the state securities automatically and the state securities automatically are set of the state securities automatically and the state securities automatically are set of the securities are securities are set of the securities are securities are securities are securities are securities are securities.	ligible to register with the SEC. EC registration. If you are filing least one of the Items 2.A.(1) to longer eligible to register with matively respond to each of the lion (in U.S. dollars) or more; on (in U.S. dollars) or more at the sunder management of \$25 m state securities authority of the state where you metallications.	through 2.A.(12), below. If you are submitting an the the SEC, check Item 2.A.(13). Part 1A Instruction 2 ese items.  Or  the time of filing its most recent annual updating  fillion (in U.S. dollars) or more but less than \$100 million state where you maintain your principal office and place
Respon SEC reg should  A. To an pro	SEC R ses to gistrat be pro regist nual u ovides u (the (1)	egistration/Reporting  this Item help us (and you) decion or submitting an annual upon ovided for the filing adviser only.  ter (or remain registered) with the pdating amendment to your SEC information to help you determ adviser):  are a large advisory firm that  (a) has regulatory assets under a mid-sized advisory firm (in U.S. dollars) and you are expected and in the position of the position o	etermine whether you are elected at a set of the SEC, you must check at a comparison and you are not on the whether you may affirm at either:  The remanagement of \$100 millions are management of \$90 millions are management of \$90 millions are with the SEC;  The that has regulatory assets either:  The red as an adviser with the set of the state securities automatically and the state securities automatically and the state securities automatically are set of the state securities automatically and the state securities automatically are set of the securities are securities are set of the securities are securities are securities are securities are securities are securities.	ligible to register with the SEC. EC registration. If you are filing least one of the Items 2.A.(1) to longer eligible to register with matively respond to each of the lion (in U.S. dollars) or more; on (in U.S. dollars) or more at the sunder management of \$25 m state securities authority of the state where you metallications.	through 2.A.(12), below. If you are submitting an the the SEC, check Item 2.A.(13). Part 1A Instruction 2 ese items.  Or  the time of filing its most recent annual updating  fillion (in U.S. dollars) or more but less than \$100 million state where you maintain your principal office and place on an annual updatine state where you maintain your principal office and place on an annual updatine state where you maintain your principal office and place of business;
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Response SEC regishould  A. To an property of the second s	ses to gistrat be properties to the properties of the properties o	egistration/Reporting  this Item help us (and you) decion or submitting an annual upon ovided for the filing adviser only.  ter (or remain registered) with the pdating amendment to your SECO information to help you determ adviser):  are a large advisory firm that  (a) has regulatory assets under amendment and is registed are a mid-sized advisory firm (in U.S. dollars) and you are expected and you are expected business; or  (b) not subject to examination authority.  Reserved  have your principal office and participal office	etermine whether you are elected ating amendment to your State SEC, you must check at Coregistration and you are not not either:  The sec management of \$100 millions are management of \$90 millions are with the SEC;  The that has regulatory assets either:  The sec are an adviser with the sec and a sec an adviser with the second are second and a second are second and a second are second as an adviser with the second are second and a second are second as an adviser with the second are second and a second are second as an adviser with the second are second as a second as a second are second as a second are second as a second as a second as a second are second as a second are second as a second as a second are second as a second	ligible to register with the SEC. EC registration. If you are filing least one of the Items 2.A.(1) to longer eligible to register with matively respond to each of the lion (in U.S. dollars) or more; con (in U.S. dollars) or more at the sunder management of \$25 m state securities authority of the shority of the state where you make the state if registered, would not be a United States;	through 2.A.(12), below. If you are submitting an the the SEC, check Item 2.A.(13). Part 1A Instruction 2 ese items.  Or  the time of filing its most recent annual updating  fillion (in U.S. dollars) or more but less than \$100 million state where you maintain your principal office and place on an annual updatine state where you maintain your principal office and place on an annual updatine state where you maintain your principal office and place of business;

		management;	940 and has not withdrawn the elect	ion, and you have at least \$25 million	of regulatory assets under
	(7)	are a <b>pension consultant</b> with in rule 203A-2(a);	respect to assets of plans having a	n aggregate value of at least \$200,000	0,000 that qualifies for the exemption
	(8)			led by, or is under common control with ess is the same as the registered advis	
		If you check this box, complete			
	(9)			e eligible for SEC registration within	120 days;
		If you check this box, complete			•
	(10)	are a <b>multi-state adviser</b> that	is required to register in 15 or more	e states and is relying on rule 203A-2(d	);
		If you check this box, complete			
	(11)	are an Internet adviser relyin			
	(12)	have <b>received an SEC order</b> 6	exempting you from the prohibition a	gainst registration with the SEC;	
		If you check this box, complete	Section 2.A. (12) of Schedule D.		
	(13)	are <b>no longer eligible</b> to rema	in registered with the SEC.		
State S	ecuri	ties Authority Notice Filings a	nd State Reporting by Exempt Repo	orting Advisers	
of to add the	report receiv ditiona e SEC.	s and any amendments they file e notice of this and all subsequent al state(s), check the box(es) ne	e with the SEC. If this is an initial appent filings or reports you submit to the ext to the state(s) that you would like	an advisers may be required to provide signification or report, check the box(es) in the SEC. If this is an amendment to direct to receive notice of this and all subsects or reports from going to state(s) the	next to the state(s) that you would like ect your notice filings or reports to equent filings or reports you submit to
Ju	risdict	ions			
15	Z AL		<b>☑</b> IL	☑ NE	<b>☑</b> SC
	Z AK		<b>☑</b> IN	✓ NV	<b>☑</b> SD
	Z AZ		☑ IA ☑ KS	☑ NH	<ul><li>▼ TN</li><li>▼ TX</li></ul>
	AR CA		▼ KY	₩ NM	☑ IX ☑ UT
	Z co		<b>V</b> LA	✓ NY	<b>☑</b> VT
	CT	ll l	<b>☑</b> ME	<b>☑</b> NC	□ vi
	DE	ll l	MD	<b>☑</b> ND	<b>☑</b> VA
	DC FL	ll l	☑ MA ☑ MI	☑ OH	✓ WA   ✓ WV
	FL GA		MN MN	☑ OK ☑ OR	₩ WV
	GU	ll l	✓ MS	₩ OR PA	□ WY
	- GU		<b>™</b> MO	✓ PR	- vv i
	ID		<b>™</b> MT	☑ RI	
-				going to a state that currently receives t st be filed before the end of the year (De	
		(8) Related Adviser			
with an	inves			istration because you <i>control</i> , are <i>controce and place of business</i> is the same as	•
Name o	f Regi	stered Investment Adviser			
<i>CRD</i> Nu	mber	of Registered Investment Advis	er		
SEC Nu -	mber	of Registered Investment Advis	er		

with	nin 120 days, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be
	med to have made the required representations. You must make both of these representations:
r	am not registered or required to be registered with the SEC or a state securities authority and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
	undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.
SEC <sup>-</sup>	TION 2.A.(10) Multi-State Adviser
If y	ou are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations ut your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.
	ou are applying for registration as an investment adviser with the SEC, you must make both of these representations:  have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an nvestment adviser with the state securities authorities in those states.
	undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authorities of those states.
	ou are submitting your annual updating amendment, you must make this representation:
	Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states.
SEC <sup>-</sup>	TION 2.A.(12) SEC Exemptive <i>Order</i>
	ou are relying upon an SEC <i>order</i> exempting you from the prohibition on registration, provide the following information:
Арр	lication Number:
803	
Date	e of <i>order</i> :
ltom	n 3 Form of Organization
	u are filing an umbrella registration, the information in Item 3 should be provided for the filing adviser only.
	How are you organized?
	Corporation
	O Sole Proprietorship
	C Limited Liability Partnership (LLP)
	Partnership
	C Limited Liability Company (LLC)
	Limited Partnership (LP)
	Other (specify):
	If you are changing your response to this Item, see Part 1A Instruction 4.
B.	In what month does your fiscal year end each year? DECEMBER
C.	Under the laws of what state or country are you organized?  State Country
	Delaware United States
	If you are a partnership, provide the name of the state or country under whose laws your partnership was formed. If you are a sole proprietor, provide the name of the state or country where you reside.
	If you are changing your response to this Item, see Part 1A Instruction 4.
tem	n 4 Successions
	Yes No

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser, including, for example, a change of your

structure or legal status (e.g., form of organization or state of incorporation)?

If "yes", complete Item 4.B. and Section 4 of Schedule D.

B. Date of Succession: (MM/DD/YYYY)

If you have already reported this succession on a previous Form ADV filing, do not report the succession again. Instead, check "No." See Part 1A Instruction 4.

#### **SECTION 4 Successions**

No Information Filed

#### Item 5 Information About Your Advisory Business - Employees, Clients, and Compensation

Responses to this Item help us understand your business, assist us in preparing for on-site examinations, and provide us with data we use when making regulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.

#### **Employees**

If you are organized as a sole proprietorship, include yourself as an employee in your responses to Item 5.A. and Items 5.B.(1), (2), (3), (4), and (5). If an employee performs more than one function, you should count that employee in each of your responses to Items 5.B.(1), (2), (3), (4), and (5).

- A. Approximately how many *employees* do you have? Include full- and part-time *employees* but do not include any clerical workers.

  4565
- B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)?
  - (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?
  - (3) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives*?

    485
  - (4) Approximately how many of the *employees* reported in 5.A. are registered with one or more *state securities authorities* as *investment adviser representatives* for an investment adviser other than you?
  - (5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency? 23
  - (6) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?30

In your response to Item 5.B.(6), do not count any of your employees **and count a firm only once – do not count each of the firm's** employees that solicit on your behalf.

#### Clients

In your responses to Items 5.C. and 5.D. do not include as "clients" the investors in a private fund you advise, unless you have a separate advisory relationship with those investors.

C. (1) To approximately how many *clients* for whom you do not have regulatory assets under management did you provide investment advisory services during your most recently completed fiscal year?

(2) Approximately what percentage of your *clients* are non-*United States persons*? 2%

D. For purposes of this Item 5.D., the category "individuals" includes trusts, estates, and 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

The category "business development companies" consists of companies that have made an election pursuant to section 54 of the Investment Company Act of 1940. Unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, do not answer (1)(d) or (3)(d) below.

Indicate the approximate number of your *clients* and amount of your total regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of *client*. If you have fewer than 5 *clients* in a particular category (other than (d), (e), and (f)) you may check Item 5.D.(2) rather than respond to Item 5.D.(1).

The aggregate amount of regulatory assets under management reported in Item 5.D.(3) should equal the total amount of regulatory assets under

management reported in Item 5.F.(2)(c) below.

If a *client* fits into more than one category, select one category that most accurately represents the *client* to avoid double counting *clients* and assets. If you advise a registered investment company, business development company, or pooled investment vehicle, report those assets in categories (d), (e), and (f) as applicable.

Type of <i>Client</i>	(1) Number of Client(s)	(2) Fewer than 5 Clients	(3) Amount of Regulatory Assets under Management
(a) Individuals (other than high net worth individuals)	0		\$ O
(b) High net worth individuals	21169		\$ 50,013,000,000
(c) Banking or thrift institutions	0		\$ O
(d) Investment companies	99		\$ 178,933,000,000
(e) Business development companies	0		\$ O
(f) Pooled investment vehicles (other than investment companies and business development companies)	436		\$ 186,463,000,000
(g) Pension and profit sharing plans (but not the plan participants or government pension plans)	788		\$ 18,088,000,000
(h) Charitable organizations	1881		\$ 4,502,000,000
(i) State or municipal <i>government entities</i> (including government pension plans)	53		\$ 54,416,000,000
(j) Other investment advisers	63		\$ 33,299,000,000
(k) Insurance companies	59		\$ 107,026,000,000
(I) Sovereign wealth funds and foreign official institutions	11		\$ 10,304,000,000
(m) Corporations or other businesses not listed above	1052		\$ 8,438,000,000
(n) Other:	0		\$ O

Compensation	Arrangements
--------------	--------------

_						
F	You are compensated for	VOUR investment	advisory services	7V/ ((	check all t	that annly).
∟.	Tod are compensated for	your invostricint	advisory scretces	<i>J</i> y ((	CHCCK an i	tilat appry,

(1) A percentage of assets under your management

(2) Hourly charges

(3) Subscription fees (for a newsletter or periodical)

(4) Fixed fees (other than subscription fees)

(5) Commissions

(6) Performance-based fees

(7) Other (specify):

#### Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

### **Regulatory Assets Under Management**

Yes No

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?

(2) If yes, what is the amount of your regulatory assets under management and total number of accounts?

U.S. Dollar Amount

Total Number of Accounts

Discretionary:

(a) \$ 636,624,000,000

(d) 62,088

Non-Discretionary:

(b) \$ 14,858,000,000

(e) 52

Total:

(c) \$ 651,482,000,000

(f) 62,140

Part 1A Instruction 5.b. explains how to calculate your regulatory assets under management. You must follow these instructions carefully when completing this Item.

(3) What is the approximate amount of your total regulatory assets under management (reported in Item 5.F.(2)(c) above) attributable to *clients* who are non-*United States persons*?

\$ 193,073,360,604

## Item 5 Information About Your Advisory Business - Advisory Activities

### **Advisory Activities**

V

- G. What type(s) of advisory services do you provide? Check all that apply.
  - (1) Financial planning services
  - (2) Portfolio management for individuals and/or small businesses
  - Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940)
  - (4) Portfolio management for pooled investment vehicles (other than investment companies)
    - (5) Portfolio management for businesses (other than small businesses) or institutional *clients* (other than registered investment companies and other pooled investment vehicles)

<ul> <li>(6) Pension consulting services</li> <li>✓ (7) Selection of other advisers (including private fund managers)</li> <li>✓ (8) Publication of periodicals or newsletters</li> <li>✓ (9) Security ratings or pricing services</li> <li>✓ (10) Market timing services</li> <li>✓ (11) Educational seminars/workshops</li> <li>✓ (12) Other(specify): ASSET ALLOCATION</li> </ul>		
Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment compant Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment investment companies to which you provide advice in Section 5.G.(3) of Schedule D.		the
If you provide financial planning services, to how many <i>clients</i> did you provide these services during your last fiscal year?  O 0 O 1 - 10 O 11 - 25 O 26 - 50 O 51 - 100 O 101 - 250 O 251 - 500 More than 500, how many?		
34,500 (round to the nearest 500)  In your responses to this Item 5.H., do not include as "clients" the investors in a private fund you advise, unless you have a separate with those investors.	advisory relationsh	ip
<ul> <li>(1) Do you participate in a wrap fee program?</li> <li>(2) If you participate in a wrap fee program, what is the amount of your regulatory assets under management attributable to acting (a) sponsor to a wrap fee program \$ 0</li> <li>(b) portfolio manager for a wrap fee program? \$ 40,642,000,000</li> <li>(c) sponsor to and portfolio manager for the same wrap fee program?</li> </ul>	©	s No
\$ 0  If you report an amount in Item 5.1.(2)(c), do not report that amount in Item 5.1.(2)(a) or Item 5.1.(2)(b).		
If you are a portfolio manager for a wrap fee program, list the names of the programs, their sponsors and related information in Section  If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund to		
wrap fee program, do not check Item 5.1.(1) or enter any amounts in response to Item 5.1.(2).	Ye	s No
<ul><li>(1) In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide investment advice only with respect to limite investments?</li><li>(2) Do you report <i>client</i> assets in Item 4.E. of Part 2A that are computed using a different method than the method used to comp</li></ul>		
regulatory assets under management?	ato you.	, .
Separately Managed Account <i>Clients</i>		s No
(1) Do you have regulatory assets under management attributable to <i>clients</i> other than those listed in Item 5.D.(3)(d)-(f) (separa account <i>clients</i> )?	ately managed 🏻 🧟	0
If yes, complete Section 5.K.(1) of Schedule D.		
(2) Do you engage in borrowing transactions on behalf of any of the separately managed account clients that you advise?	c	•
If yes, complete Section 5.K.(2) of Schedule D.		
(3) Do you engage in derivative transactions on behalf of any of the separately managed account clients that you advise?	e	0
If yes, complete Section 5.K.(2) of Schedule D.		
(4) After subtracting the amounts in Item 5.D.(3)(d)-(f) above from your total regulatory assets under management, does any cuten percent or more of this remaining amount of regulatory assets under management?  If yes, complete Section 5.K.(3) of Schedule D for each custodian.	istodian hold 🕝	0

Н.

l.

J.

K.

L.	Marketing Activities		
	(1) Do any of your advertisements include:	Yes	No
	(a) Performance results?	•	0
	(b) A reference to specific investment advice provided by you (as that phrase is used in rule 206(4)-1(a)(5))?	0	•
	(c) Testimonials (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	•	0
	(d) Endorsements (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	0	•
	(e) Third-party ratings?	•	0
	(2) If you answer "yes" to L(1)(c), (d), or (e) above, do you pay or otherwise provide cash or non-cash compensation, directly or indirectly, in connection with the use of <i>testimonials</i> , <i>endorsements</i> , or <i>third-party ratings</i> ?	•	0
	(3) Do any of your advertisements include hypothetical performance?	•	0
	(4) Do any of your advertisements include predecessor performance?	•	0
SECT	TION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies		
con	rou check Item 5.G.(3), what is the SEC file number (811 or 814 number) of each of the registered investment companies and business development of the registered investment companies and business development to an advisory contract? You must complete a separate Schedule D Section 5.G.(3) for each regestment company and business development company to which you act as an adviser.		d
	C File Number 1 - 00126		
	vide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) of siness development company that you advise.		
	No Information Filed		
	C File Number I - 00134		
	vide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) of siness development company that you advise.	-	
	No Information Filed		
	C File Number 1 - 00204		
	vide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) of siness development company that you advise.	-	

No Information Filed

SEC File Number 811 - 01716
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 02383
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 03131
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 04791
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 05088
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed

SEC File Number 811 - 05398
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 05555
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 06068
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or
business development company that you advise.
No Information Filed
SEC File Number
811 - 06554
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 06730
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number

Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number
811 - 07707
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number
811 - 07732
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or
business development company that you advise.
No Information Filed
SEC File Number
811 - 07916
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or
business development company that you advise.
No Information Filed
SEC File Number 811 - 08188
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or
business development company that you advise.
No Information Filed
SEC File Number 811 - 08403
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed

SEC File Number 811 - 08426
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 09687
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 10221
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 10573
Provide the regulatory assets under management of all parallel managed accounts related to a registered investment company (or series thereof) or
business development company that you advise.
No Information Filed
SEC File Number 811 - 21034
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed

SEC File Number 811 - 21497
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 22671
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 23100
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SEC File Number 811 - 23799
Provide the regulatory assets under management of all <i>parallel managed accounts</i> related to a registered investment company (or series thereof) or business development company that you advise.
No Information Filed
SECTION 5.1.(2) Wrap Fee Programs
If you are a portfolio manager for one or more <i>wrap fee programs</i> , list the name of each program and its <i>sponsor</i> . You must complete a separate Schedule D Section 5.1.(2) for each <i>wrap fee program</i> for which you are a portfolio manager.
Name of Wrap Fee Program

ACCESS

UBS

Name of Sponsor

Sponsor's CRD Number (if any):

Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):

Name of Wrap Fee Program CONSULTING AND EVALUATION SERVICES
Name of <i>Sponsor</i> MORGAN STANLEY
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program CONSULTING SERVICES
Name of <i>Sponsor</i> RAYMOND JAMES
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program FIDUCIARY SERVICES
Name of <i>Sponsor</i> CITIGROUP GLOBAL MARKETS
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> FMAX
Name of <i>Sponsor</i> FIDELITY
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program INVESTMENT ADVISORY PROGRAM

Name of Sponsor

MERRILL LYNCH/BANK OF AMERICA

Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program MAC
Name of <i>Sponsor</i> UBS
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT ACCESS
Name of <i>Sponsor</i> CHARLES SCHWAB
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT MARKETPLACE
Name of <i>Sponsor</i> CHARLES SCHWAB
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> VESTMARK
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):

MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> BRUDERMAN
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> RW BAIRD
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> HILLIARD LYONS
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> JANNEY MONTGOMERY SCOTT
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of Sponsor WILMINGTON TRUST
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):

Name of Wrap Fee Program

Sponsor's CRD Number (if any):
Name of Wrap Fee Program MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> FIRST REPUBLIC
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> LOCKWOOD ADVISORS
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> AXXCESS WEALTH
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> BNY MELLON
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM

Name of Sponsor
OPPENHEIMER
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
- Sportsor's SEC File Number (ii arry) (e.g., 801-, 8-, 800-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
WANAGED ACCOUNT FROGRAM
Name of Sponsor
SEI
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program
MANAGED ACCOUNT PROGRAM
Name of Sponsor
BRINKER CAPITAL
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Consequence CDD Niverboar (15 and )
Sponsor's CRD Number (if any):
Name of Wrap Fee Program
MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> PNC ASSET MANAGEMENT
THE AGSET WANTED
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program
MANAGED ACCOUNT PROGRAM
Name of Sponsor
SMARTX
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):

Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> LAFFER TENGLER
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> GREYCOURT
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> ADVISOR OS
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> KAYNE ANDERSON RUDNICK
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
MANAGED ACCOUNT PROGRAM  Name of Sponsor

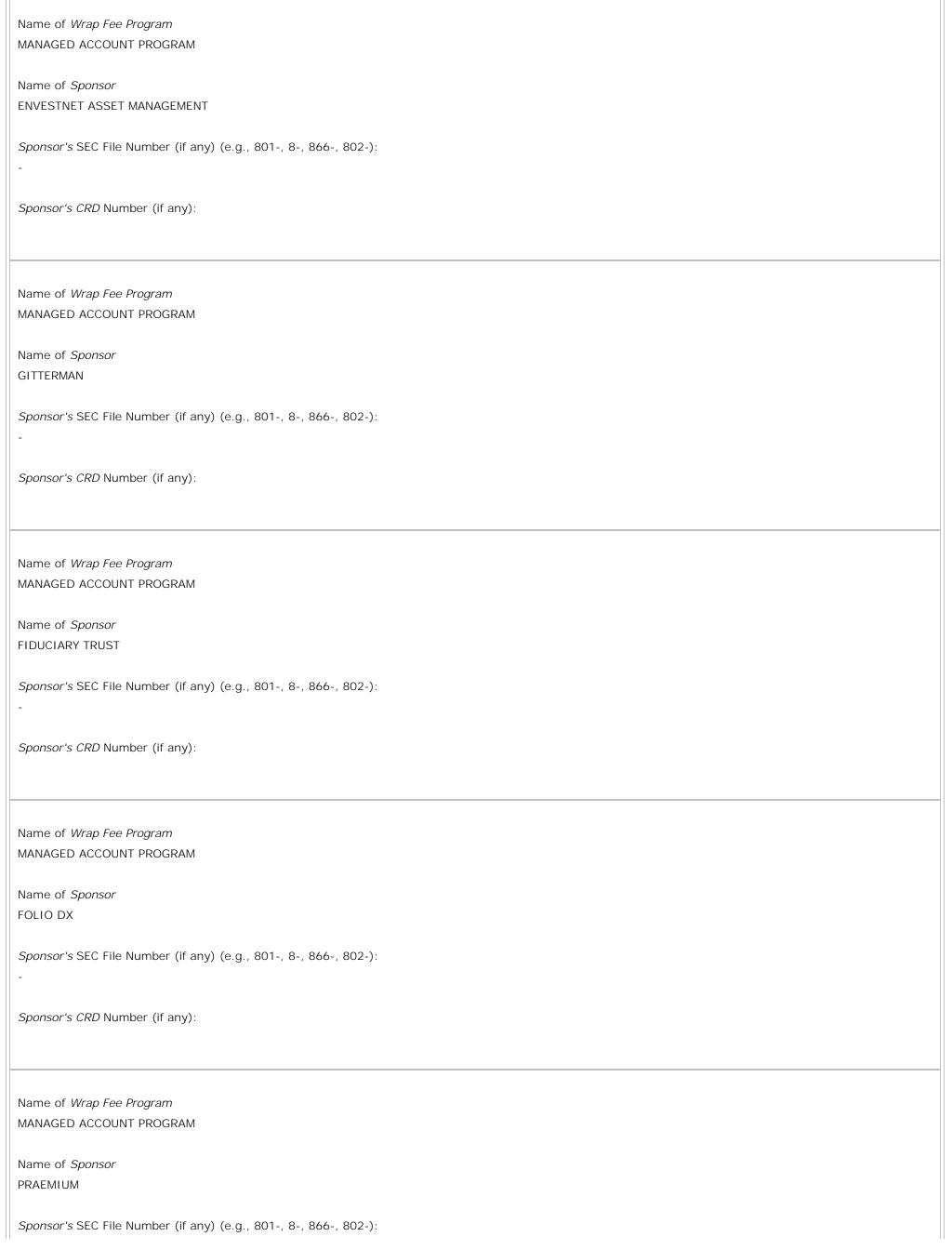
JP MORGAN

Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-): -
Sponsor's CRD Number (if any):
Name of Wrap Fee Program MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> HIGHTOWER
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> GLENMEDE
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> J. SAFRA ASSET MANAGEMENT
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> TRUE CAPITAL
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program

WANAGED ACCOUNT FROGRAW
Name of Sponsor CROW HOLDINGS
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of Sponsor ICR PARTNRERS
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> DESJARDINS SECURITIES
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of Sponsor COLONY GROUP
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
N. GO
Name of Sponsor  ASSETMARK

Sponsor's CRD Number (if any):
Name of Wrap Fee Program MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> AMPLIFY
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> ADVYZON INVESTMENT MANAGEMENT
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> PNC BANK
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> PATHSTONE
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> MANAGED ACCOUNT PROGRAM
Name of Sponsor

ORION
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> NATIXIS
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> MORGAN STANLEY - AUSTRALIA
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
MANAGED ACCOUNT PROGRAM  Name of <i>Sponsor</i>
MANAGED ACCOUNT PROGRAM  Name of <i>Sponsor</i> ADHESION
MANAGED ACCOUNT PROGRAM  Name of Sponsor ADHESION  Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-): -
MANAGED ACCOUNT PROGRAM  Name of <i>Sponsor</i> ADHESION <i>Sponsor's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
MANAGED ACCOUNT PROGRAM  Name of Sponsor ADHESION  Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-): - Sponsor's CRD Number (if any):  Name of Wrap Fee Program MANAGED ACCOUNT PROGRAM  Name of Sponsor
MANAGED ACCOUNT PROGRAM  Name of Sponsor ADHESION  Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-): - Sponsor's CRD Number (if any):  Name of Wrap Fee Program MANAGED ACCOUNT PROGRAM  Name of Sponsor RBC WEALTH MANAGEMENT



Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> BEACON POINTE
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
- Sponsor's CRD Number (if any):
Sportsof 3 CND Number (If arry).
Name of <i>Wrap Fee Program</i> MANAGED ACCOUNT SELECT
Name of <i>Sponsor</i> CHARLES SCHWAB
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
-
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> MANAGER ACCESS NETWORK
Name of <i>Sponsor</i> LPL FINANCIAL
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> MANAGER ACCESS SELECT
Name of <i>Sponsor</i> LPL FINANCIAL
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  MANAGER SELECT

Name of <i>Sponsor</i> LPL FINANCIAL
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> MAS
Name of <i>Sponsor</i> MERRILL LYNCH/BANK OF AMERICA
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program  OPPORTUNITY PROGRAM
Name of <i>Sponsor</i> STIFEL, NICOLAUS & COMPANY
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program OUTSIDE MANAGER MANAGED ACCOUNT PROGRAM
Name of <i>Sponsor</i> RAYMOND JAMES
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program PERSHING ADVISOR SOLUTIONS
Name of <i>Sponsor</i> PERSHING
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):

Name of <i>Wrap Fee Program</i> PERSONALIZED UMA
Name of <i>Sponsor</i> WELLS FARGO
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> PRIVATE ADVISORS NETWORK
Name of <i>Sponsor</i> WELLS FARGO
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> SELECT UNIFIED MANAGEMENT ACCOUNT
Name of <i>Sponsor</i> MORGAN STANLEY
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> SEPARATE ACCOUNT NETWORK
Name of <i>Sponsor</i> FIDELITY
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of <i>Wrap Fee Program</i> SPA
Name of Sponsor

MERRILL LYNCH/BANK OF AMERICA

Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
Name of Wrap Fee Program
SWP
Name of Sponsor
UBS
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
epender e end manuer (ir ang).
Name of Wrap Fee Program
UNIFIED MANAGED ACCOUNT
Name of Sponsor
CITIGROUP GLOBAL MARKETS
Sponsor's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-):
Sponsor's CRD Number (if any):
SECTION 5.K.(1) Separately Managed Accounts
After subtracting the amounts reported in Item 5.D.(3)(d)-(f) from your total regulatory assets under management, indicate the approximate percentage of
this remaining amount attributable to each of the following categories of assets. If the remaining amount is at least \$10 billion in regulatory assets under
management, complete Question (a). If the remaining amount is less than \$10 billion in regulatory assets under management, complete Question (b).
Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date. Each column should add up to 100% and numbers should be rounded to the nearest percent.

Investments in derivatives, registered investment companies, business development companies, and pooled investment vehicles should be reported in those categories. Do not report those investments based on related or underlying portfolio assets. Cash equivalents include bank deposits, certificates of deposit, bankers' acceptances and similar bank instruments.

Some assets could be classified into more than one category or require discretion about which category applies. You may use your own internal methodologies and the conventions of your service providers in determining how to categorize assets, so long as the methodologies or conventions are consistently applied and consistent with information you report internally and to current and prospective clients. However, you should not double count assets, and your responses must be consistent with any instructions or other guidance relating to this Section.

) A:	sset Type	Mid-year	End of year
(i)	Exchange-Traded Equity Securities	39 %	41 %
(ii)	Non Exchange-Traded Equity Securities	0 %	0 %
(ii	i) U.S. Government/Agency Bonds	5 %	4 %
(i\	v) U.S. State and Local Bonds	12 %	14 %
(∨	) Sovereign Bonds	4 %	4 %
(∨	i) Investment Grade Corporate Bonds	21 %	22 %
(v	ii) Non-Investment Grade Corporate Bonds	1 %	1 %
(٧	iii) Derivatives	0 %	0 %

(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	3 %	4 %
(x)	Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	0 %	0 %
(xi)	Cash and Cash Equivalents	1 %	2 %
(xii)	Other	14 %	8 %

Generally describe any assets included in "Other"

INCLUDES PRIMARILY STRUCTURED DEBT PRODUCTS, LIKE MORTGAGE AND OTHER ASSET BACKED SECURITIES.

b) Ass	Asset Type							
(i)	Exchange-Traded Equity Securities	%						
(ii)	Non Exchange-Traded Equity Securities	%						
(iii)	U.S. Government/Agency Bonds	%						
(iv)	U.S. State and Local Bonds	%						
(v)	Sovereign Bonds	%						
(vi)	Investment Grade Corporate Bonds	%						
(vii)	Non-Investment Grade Corporate Bonds	%						
(viii)	Derivatives	%						
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	%						
(x)	Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	%						
(xi)	Cash and Cash Equivalents	%						
(xii)	Other	%						

Generally describe any assets included in "Other"

## SECTION 5.K.(2) Separately Managed Accounts - Use of *Borrowings* and Derivatives

 $\square$  No information is required to be reported in this Section 5.K.(2) per the instructions of this Section 5.K.(2)

If your regulatory assets under management attributable to separately managed accounts are at least \$10 billion, you should complete Question (a). If your regulatory assets under management attributable to separately managed accounts are at least \$500 million but less than \$10 billion, you should complete Question (b).

(a) In the table below, provide the following information regarding the separately managed accounts you advise. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise. End of year refers to the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. Mid-year is the date six months before the end of year date.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

In column 3, provide aggregate *gross notional value* of derivatives divided by the aggregate regulatory assets under management of the accounts included in column 1 with respect to each category of derivatives specified in 3(a) through (f).

You may, but are not required to, complete the table with respect to any separately managed account with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

## (i) Mid-Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings	(3) Derivative Exposures					
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative		(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$ 18,411,298,814	\$ O	0 %	0 %	0 %	0 %	0 %	0 %
10-149%	\$ 20,756,533,921	\$ 0	17 %	47 %	1 %	0 %	0 %	0 %

150% or more	\$ 1,423,821,533	\$ O	47 %	182 %	0 %	32 %	0 %	0 %
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Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

## (ii) End of Year

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings	(3) Derivative Exposures					
			(a) Interest Rate Derivative	(b) Foreign Exchange Derivative	(c) Credit Derivative	(d) Equity Derivative	(e) Commodity Derivative	(f) Other Derivative
Less than 10%	\$ 17,075,346,723	\$ 0	0 %	0 %	0 %	0 %	0 %	0 %
10-149%	\$ 19,997,489,621	\$ 0	16 %	43 %	1 %	0 %	0 %	0 %
150% or more	\$ 1,642,850,787	\$ 0	47 %	162 %	1 %	11 %	5 %	0 %

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which *borrowings* and derivatives are used in the management of the separately managed accounts that you advise.

(b) In the table below, provide the following information regarding the separately managed accounts you advise as of the date used to calculate your regulatory assets under management for purposes of your *annual updating amendment*. If you are a subadviser to a separately managed account, you should only provide information with respect to the portion of the account that you subadvise.

In column 1, indicate the regulatory assets under management attributable to separately managed accounts associated with each level of gross notional exposure. For purposes of this table, the gross notional exposure of an account is the percentage obtained by dividing (i) the sum of (a) the dollar amount of any *borrowings* and (b) the *gross notional value* of all derivatives, by (ii) the regulatory assets under management of the account.

In column 2, provide the dollar amount of borrowings for the accounts included in column 1.

You may, but are not required to, complete the table with respect to any separately managed accounts with regulatory assets under management of less than \$10,000,000.

Any regulatory assets under management reported in Item 5.D.(3)(d), (e), and (f) should not be reported below.

Gross Notional Exposure	(1) Regulatory Assets Under Management	(2) Borrowings
Less than 10%	\$	\$
10-149%	\$	\$
150% or more	\$	\$

Optional: Use the space below to provide a narrative description of the strategies and/or manner in which borrowings and derivatives are used in the management of the separately managed accounts that you advise.

## SECTION 5.K.(3) Custodians for Separately Managed Accounts

Complete a separate Schedule D Section 5.K.(3) for each custodian that holds ten percent or more of your aggregate separately managed account regulatory assets under management.

(a) Legal name of custodian:

SANFORD C. BERNSTEIN & CO., LLC

(b) Primary business name of custodian:

SANFORD C. BERNSTEIN & CO., LLC

(c) The location(s) of the custodian's office(s) responsible for *custody* of the assets :

City: State: Country: NEW YORK New York United States

Yes No

(d) Is the custodian a *related person* of your firm?

⊙ ⊙

(e) If the custodian is a broker-dealer, provide its SEC registration number (if any)

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(f) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entity identifier* (if any)

(g) What amount of your regulatory assets under management attributable to separately managed accounts is held at the custodian?

		\$ 187,053,803,414				
(a)	1	Legal name of custodian:  JP MORGAN CHASE				
(b)	)	Primary business name of custo	dian:			
(c)		The location(s) of the custodian	's office(s) responsible for custody of the	ne assets :		
		City: NEW YORK	State: New York	Country: United States		
		NEW YORK	New TOLK		Yes N	lo
(d)	)	Is the custodian a related perso	<i>n</i> of your firm?	<b>'</b>		
(e)		·	ler, provide its SEC registration number	r (if any)	0 6	•)
		-				
(f)		If the custodian is not a broker any)	dealer, or is a broker-dealer but does	not have an SEC registration number, provide its <i>legal entity identifi</i>	er (if	
(g)	1	What amount of your regulator \$ 74,165,256,100	y assets under management attributab	ble to separately managed accounts is held at the custodian?		
Iter	n 6 C	Other Business Activities				
In t	his It	tem, we request information about	your firm's other business activities.			
A.	You	are actively engaged in business a	s a (check all that apply):			
		<ul><li>(1) broker-dealer (registered or</li><li>(2) registered representative of</li></ul>				
	V		a broker-dealer commodity trading advisor (whether re	gistered or exempt from registration)		
		(4) futures commission merchan				
		(5) real estate broker, dealer, o	r agent			
		<ul><li>(6) insurance broker or agent</li><li>(7) bank (including a separately</li></ul>	identifiable department or division of a	a hank)		
		(8) trust company	identifiable department of division of a	, ballky		
		(9) registered municipal advisor				
		(10) registered security-based sv				
		<ul><li>(11) major security-based swap p</li><li>(12) accountant or accounting firm</li></ul>	·			
		(13) lawyer or law firm				
		(14) other financial product sales	person (specify):			
	If yo	ou engage in other business using a	name that is different from the names re	eported in Items 1.A. or 1.B.(1), complete Section 6.A. of Schedule D.		
					Yes	No
B.	(1)	Are you actively engaged in any o	other business not listed in Item 6.A. (c	other than giving investment advice)?	$\circ$	$\odot$
	(2)	If yes, is this other business your	primary business?		0	$\circ$
		If "yes," describe this other busine	ss on Section 6.B.(2) of Schedule D, and	l if you engage in this business under a different name, provide that na	ame. <b>Yes</b>	Na
	(3)	Do you sell products or provide so	ervices other than investment advice to			<b>⊙</b>
		If "yes," describe this other busine	ss on Section 6.B.(3) of Schedule D, and	l if you engage in this business under a different name, provide that na	эте.	
SEC	TION	N 6.A. Names of Your Other Busin	esses			
			No Informatio	on Filed		
		1 / 5 (0) 5				
		N 6.B.(2) Description of Primary E e your primary business (not your in				
20.	1 100	. ,	advisory businessy.			
If y	ou ei	ngage in that business under a diffe	erent name, provide that name:			

	Describe other products or services you sell to your <i>client</i> . You may omit products and services that you listed in Section 6.B.(2) above.						
т у	you engage in that business under a different name, provide that name:						
	m 7 Financial Industry Affiliations						
	this Item, we request information about your financial industry affiliations and activities. This information identifies areas in which conflicts of interest may cur between you and your <i>clients</i> .						
A.	This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates. Your related persons are all of your advisory affiliates and any person that is under common control with you.						
	You have a related person that is a (check all that apply):						
	<ul> <li>(1) broker-dealer, municipal securities dealer, or government securities broker or dealer (registered or unregistered)</li> <li>(2) other investment adviser (including financial planners)</li> <li>(3) registered municipal advisor</li> </ul>						
	<ul> <li>(3) registered municipal advisor</li> <li>(4) registered security-based swap dealer</li> </ul>						
	(5) major security-based swap participant						
	(6) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)						
	(7) futures commission merchant						
	<ul> <li>□ (8) banking or thrift institution</li> <li>□ (9) trust company</li> </ul>						
	<ul><li>✓ (9) trust company</li><li>✓ (10) accountant or accounting firm</li></ul>						
	(10) accountant of accounting firm						
	(12) insurance company or agency						
	(13) pension consultant						
	[ (14) real estate broker or dealer						
	<ul> <li>(15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>(16) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>						
	Note that Item 7.A. should not be used to disclose that some of your employees perform investment advisory functions or are registered representatives of a broker-dealer. The number of your firm's employees who perform investment advisory functions should be disclosed under Item 5.B.(1). The number of your firm's employees who are registered representatives of a broker-dealer should be disclosed under Item 5.B.(2).						
	Note that if you are filing an umbrella registration, you should not check Item 7.A.(2) with respect to your relying advisers, and you do not have to complete Section 7.A. in Schedule D for your relying advisers. You should complete a Schedule R for each relying adviser.						
	For each related person, including foreign affiliates that may not be registered or required to be registered in the United States, complete Section 7.A. of Schedule D.						
	You do not need to complete Section 7.A. of Schedule D for any related person if: (1) you have no business dealings with the related person in connection with advisory services you provide to your clients; (2) you do not conduct shared operations with the related person; (3) you do not refer clients or business to the related person, and the related person does not refer prospective clients or business to you; (4) you do not share supervised persons or premises with the related person; and (5) you have no reason to believe that your relationship with the related person otherwise creates a conflict of interest with your clients.						
	You must complete Section 7.A. of Schedule D for each related person acting as qualified custodian in connection with advisory services you provide to your clients (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)), regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.						
SEC	CTION 7.A. Financial Industry Affiliations						
Cor	mplete a separate Schedule D Section 7.A. for each <i>related person</i> listed in Item 7.A.						
1.	Legal Name of <i>Related Person</i> : EQUITABLE ADVISORS, LLC						
2.	Primary Business Name of <i>Related Person</i> : EQUITABLE ADVISORS, LLC						
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 14065						
	or Other						
1	Palated Parson's						
4.	Related Person's  (a) CRD Number (if any):  6627						
	(b) CIK Number(s) (if any):						
	No Information Filed						

5.	Related Person is: (check all that apply)		
	(a) 🗹 broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) 🗹 other investment adviser (including financial planners)		
	(c) $\square$ registered municipal advisor		
	(d) registered security-based swap dealer		
	(e) major security-based swap participant		
	(f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g) futures commission merchant		
	(h) banking or thrift institution		
	(i) trust company		
	<ul><li>(j) □ accountant or accounting firm</li><li>(k) □ lawyer or law firm</li></ul>		
	(I) ☐ insurance company or agency (m) ☐ pension consultant		
	(n)  real estate broker or dealer		
	(i) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p) □ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(p) = spensor, general partner, managing member (er equivalent) or posica myostment vernoles	Yes	. No
6.	Do you control or are you controlled by the related person?		•
			٠
7.	Are you and the related person under common control?		_
		•	0
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	_	_
0.			•
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients	'asse	ets:
	Number and Street 1: Number and Street 2:		
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: $\square$		. NI-
0	(a) If the related person is an investment advisor, is it exempt from registration?	Yes	
9.	(a) If the related person is an investment adviser, is it exempt from registration?	0	⊙
	(b) If the answer is yes, under what exemption?		
10	(a) Is the related person registered with a fereign financial regulatory outbority?	_	_
10.	<ul> <li>(a) Is the related person registered with a foreign financial regulatory authority?</li> <li>(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registe</li> <li>No Information Filed</li> </ul>	_	•
11.	. Do you and the <i>related person</i> share any <i>supervised persons</i> ?	0	•
			٠
12.	. Do you and the <i>related person</i> share the same physical location?	0	•
1.	Legal Name of Related Person:		
	EQUITABLE INVESTMENT MANAGEMENT GROUP, LLC		
2.	Primary Business Name of <i>Related Person</i> :		
2.	EQUITABLE INVESTMENT MANAGEMENT GROUP, LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801 - 72220		
	or		
	Other		
4.	Related Person's		
	(a) CRD Number (if any):		
	156933		
	(b) CIK Number(s) (if any):  No Information Filed		
	No Information Filed		
5.	Related Person is: (check all that apply)		
	(a) $\square$ broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) 🗹 other investment adviser (including financial planners)		
	(c)  registered municipal advisor		
	(d) registered security-based swap dealer		
	(e) $\square$ major security-based swap participant		

	• ,	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	107	futures commission merchant		
		banking or thrift institution		
		<ul> <li>□ trust company</li> <li>□ accountant or accounting firm</li> </ul>		
		□ lawyer or law firm		
	` ,	insurance company or agency		
	(m)			
	(n)	real estate broker or dealer		
	` ,	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do yo	ou control or are you controlled by the related person?	Yes O	© No
7.	Are y	you and the related person under common control?	•	0
8.		Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:	ass∈	ets:
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: $\square$	Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?		
,.		If the answer is yes, under what exemption?	0	⊙
10.		Is the related person registered with a foreign financial regulatory authority?	_	$\odot$
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register.  No Information Filed	ed.	
11.	Do yo	ou and the related person share any supervised persons?	0	•
12.	Do y	ou and the related person share the same physical location?	0	•
1.	Lega	l Name of <i>Related Person</i> :		
	_	ANCEBERNSTEIN CANADA INC.		
2.		ary Business Name of <i>Related Person</i> :  ANCEBERNSTEIN CANADA INC.		
3.	Relat -	ed Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or			
	Othe	r		
4.		red Person's  CRD Number (if any):		
	(4)			
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Relat	ted Person is: (check all that apply)		
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	` ,	other investment adviser (including financial planners)		
	. ,	registered municipal advisor		
		registered security-based swap dealer major security-based swap participant		
	(e) (f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
		futures commission merchant		
	.0,	banking or thrift institution		
	(i)	trust company		
	0,	accountant or accounting firm		
	(k)	lawyer or law firm		

	(I)	insurance company or agency		
	( )	pension consultant		
	` ,	real estate broker or dealer		
	` ,	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles  sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(p)		Yes	No
6.	Do y	you control or are you controlled by the related person?	_	0
7.	Are	you and the related person under common control?	0	•
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		Ö
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:  Number 2:	asse	ts:
		City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
		If this address is a private residence, check this box.	Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?		0
	(b)	If the answer is yes, under what exemption?	•	
	(2)	DOES NOT PROVIDE SERVICES IN US.		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>	~	
		Canada - Alberta Securities Commission		
		Canada - British Columbia Securities Commission		
		Canada - Manitoba Securities Commission		
		Canada - Nova Scotia Securities Commission		
		Canada - Ontario Securities Commission		
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	•
1.	Lega	al Name of <i>Related Person</i> :		
	_	ITABLE FINANCIAL LIFE INSURANCE COMPANY		
2.		nary Business Name of <i>Related Person</i> : ITABLE FINANCIAL LIFE INSURANCE COMPANY		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Polo	ited Person's		
4.	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
				ı
5	Rela	ated Person is: (check all that apply)		
0.		broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant		
	(f) (g)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  futures commission merchant		
	(g) (h)	banking or thrift institution		
	(11)	·		
	(i)	Tust company		

	<ul> <li>(k) □ lawyer or law firm</li> <li>(l) ☑ insurance company or agency</li> <li>(m) □ pension consultant</li> <li>(n) □ real estate broker or dealer</li> <li>(o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>(p) □ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>		
	De view and took on a real way and took the contact of a conseq.		No
6.	Do you control or are you controlled by the related person?	•	0
7.	Are you and the related person under common control?	0	•
8.	<ul> <li>(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i>?</li> <li>(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>?</li> <li>(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i>'s office responsible for <i>custody</i> of your <i>clients</i>'</li> </ul>	o o 'asse	• co
	Number and Street 1:  City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box: □		
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?		No
, .	(b) If the answer is yes, under what exemption?  DEREGISTERED	•	0
10.	<ul> <li>(a) Is the related person registered with a foreign financial regulatory authority?</li> <li>(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register.</li> <li>No Information Filed</li> </ul>	O red.	•
11.	Do you and the related person share any supervised persons?	0	•
12.	Do you and the <i>related person</i> share the same physical location?	0	•
1.	Legal Name of <i>Related Person</i> : ALLIANCEBERNSTEIN AUSTRALIA LIMITED		
2.	Primary Business Name of <i>Related Person</i> : ALLIANCEBERNSTEIN AUSTRALIA LIMITED		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4.	Related Person's  (a) CRD Number (if any):		
	(b) CIK Number(s) (if any):  No Information Filed		
5.	Related Person is: (check all that apply)  (a)		
	(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		

	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do y	you control or are you controlled by the related person?	Yes ©	
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	0	•
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?  If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:	0	0
		If this address is a private residence, check this box: $\square$	Vaa	NI-
9.	(b)	If the <i>related person</i> is an investment adviser, is it exempt from registration?  If the answer is yes, under what exemption?  DOES NOT PROVIDE SERVICES IN US.	Yes ©	
10.		Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?  If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register.  Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>	<b>⊙</b> red.	0
11.	Do y	Australia - Australian Securities and Investments Commission  you and the related person share any supervised persons?	•	_
12.	Do y	you and the <i>related person</i> share the same physical location?	0	
			_	_
3.	Relate or Othe	oted Person's  CRD Number (if any):		
		25900 CIK Number(s) (if any):		
		No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	No
6.	Do y	you control or are you controlled by the related person?	0	

7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	$\odot$	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	asse	ets:
		Number and Street 1:  City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
		·	Yes	No
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration?  If the answer is yes, under what exemption?	0	0
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	_	
10.		If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register  No Information Filed	ed.	•
11.	Do yo	ou and the related person share any supervised persons?	0	•
12	Do vo	ou and the <i>related person</i> share the same physical location?	_	
12.		od and the related person share the same physical location:	0	•
1.	Legal	l Name of <i>Related Person</i> :		
	_	ANCEBERNSTEIN JAPAN LTD.		
2.	Prima	ary Business Name of <i>Related Person</i> :		
	ALLIA	ANCEBERNSTEIN JAPAN LTD.		
3.	Relat -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	ır		
4.		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):  No Information Filed		
5.		ted Person is: (check all that apply)  broker-dealer, municipal securities dealer, or government securities broker or dealer		
	( - )	other investment adviser (including financial planners)		
	` ,	registered municipal advisor registered security-based swap dealer		
	` ,	major security-based swap participant		
	( )	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  futures commission merchant		
	107	banking or thrift institution		
	( )	trust company accountant or accounting firm		
	0,	lawyer or law firm		
		insurance company or agency		
		pension consultant real estate broker or dealer		
	` '	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	No
6.	Do yo	ou control or are you controlled by the related person?	•	0
7.	Are y	you and the <i>related person</i> under common <i>contro</i> ?	0	•
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required	0	0

to obtain a surprise examination for your *clients'* funds or securities that are maintained at the *related person*?

	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:	asse	ets:
			Yes	
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration?  If the answer is yes, under what exemption?	•	0
	(D)	DOES NOT PROVIDE SERVICES IN US.		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register.  Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>	∋d.	
11	Do v	Japan - Financial Services Agency you and the related person share any supervised persons?	_	_
	D0 у	od dna tne related person share dny supervised persons:	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	•
1.	_	al Name of <i>Related Person</i> : ANCEBERNSTEIN HOLDING L.P.		
2.		nary Business Name of <i>Related Person</i> :  ANCEBERNSTEIN HOLDING L.P.		
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 32361		
	or Othe			
	5.			
4.	(a)	ted Person's  CRD Number (if any):		
	(lp.)	106998 CM Number(s) (if any):		
	(b)	CIK Number(s) (if any):  No Information Filed		
5.	(a) (b)	ted Person is: (check all that apply)  □ broker-dealer, municipal securities dealer, or government securities broker or dealer  other investment adviser (including financial planners)  registered municipal advisor		
	(d)	registered security-based swap dealer		
	` '	<ul> <li>□ major security-based swap participant</li> <li>□ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> </ul>		
	107	futures commission merchant		
	` '	<ul><li>□ banking or thrift institution</li><li>□ trust company</li></ul>		
	0,	accountant or accounting firm		
	` '	<ul><li>□ lawyer or law firm</li><li>□ insurance company or agency</li></ul>		
	(m)	pension consultant		
	` ,	real estate broker or dealer  sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	. ,	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do y	you control or are you controlled by the related person?	Yes O	No ⊙
7.	Are y	you and the related person under common control?	•	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	Ö	
		presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:  Number and Street 2:	asse	ets:
		City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		

			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	•
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	_	_
		If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register  No Information Filed	C ed.	٠
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the related person share the same physical location?	•	0
	_	al Name of <i>Related Person</i> : CUSTOM ALTERNATIVE SOLUTIONS LLC		
		nary Business Name of <i>Related Person</i> : CUSTOM ALTERNATIVE SOLUTIONS LLC		
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 60159		
	or Othe	er		
4.	Rela	ted Person's		
••		CRD Number (if any):		
	(b)	110879 CIK Number(s) (if any):		
	,	No Information Filed		
	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (n) (o) (p)	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	
6.	Do y	ou control or are you controlled by the related person?	•	0
7.	Are y	you and the related person under common control?	0	•
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	$\odot$
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:  Number 2:	asse	ts:
		City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
			Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	$\odot$
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0

	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is registered.  Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>	ed.	
		Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
		United Kingdom - Financial Conduct Authority		
11.	Do v	you and the related person share any supervised persons?	•	
	,		•	
12.	Do y	you and the related person share the same physical location?	•	0
1.	Lega	al Name of <i>Related Person</i> :		
	ALLI	ANCEBERNSTEIN (LUXEMBOURG) S.A.R.L.		
2.		ary Business Name of <i>Related Person</i> :  ANCEBERNSTEIN (LUXEMBOURG) S.A.R.L.		
3.	-	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.		ted Person's  CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.		ted Person is: (check all that apply)		
		<ul> <li>□ broker-dealer, municipal securities dealer, or government securities broker or dealer</li> <li>☑ other investment adviser (including financial planners)</li> </ul>		
		registered municipal advisor		
	` ,	registered security-based swap dealer		
		major security-based swap participant		
	` ,	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  futures commission merchant		
	107	banking or thrift institution		
	` ,	□ trust company		
	(j)	accountant or accounting firm		
	` ,	lawyer or law firm		
	.,	insurance company or agency		
	(m) (n)	pension consultant real estate broker or dealer		
		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
		sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
			Yes	No
6.	Do y	you control or are you controlled by the related person?	$\odot$	0
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	0	•
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	$\circ$	
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' and the second sec	asse	ts:
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box:		
	( )		Yes	
9.		If the related person is an investment adviser, is it exempt from registration?	⊙	0
	(b)	If the answer is yes, under what exemption?  DOES NOT PROVIDE SERVICES IN US.		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered	ed.	
		Name of Country/English Name of Foreign Financial Regulatory Authority		
		Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		

11.	Do yo	ou and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do yo	ou and the <i>related person</i> share the same physical location?	0	•
1.	Lega	l Name of <i>Related Person</i> :		
	SANF	FORD C. BERNSTEIN (CANADA) LTD.		
2.		ary Business Name of <i>Related Person</i> : FORD C. BERNSTEIN (CANADA) LTD.		
3.	Relat -	ed Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other	r		
4.	Polat	'ed Person's		
٦.		CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Relat	red Person is: (check all that apply)		
0.	(a)			
	. ,	other investment adviser (including financial planners)		
	` ,	registered municipal advisor		
		registered security-based swap dealer major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
	(h)	banking or thrift institution		
	• •	trust company		
		accountant or accounting firm		
		<ul><li>□ lawyer or law firm</li><li>□ insurance company or agency</li></ul>		
	(m)			
	(n)			
	(o)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
			Yes	No
6.	Do yo	ou <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	⊙	0
7.	Are y	you and the related person under common control?	0	•
0	<i>(</i> )			
8.		Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	$\circ$	
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required	0	0
		to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		+
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients's</i> Number and Street 1:  Number 2:	asse	ts:
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: $\square$		N.1 -
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.	ed.	
		Name of Country/English Name of Foreign Financial Regulatory Authority  Canada - Alberta Securities Commission		
		Canada - Alberta Securities Commission  Canada - British Columbia Securities Commission		
		Canada - Manitoba Securities Commission		
		Canada - New Brunswick Securities Commission		
		Canada - Newfoundland and Labrador, Financial Services Regulation Division		

		Canada - Nova Scotia Securities Commission				
		Canada - Prince Edward Island, Securities Office				
		Canada - Prince Edward Island, Securities Office				
		Canada - Quebec, Financial Markets Authority				
		Canada - Saskatchewan Financial Services Commission				
		Canada - Saskatchewan Financial Services Commission				
11.	Do y	vou and the related person share any supervised persons?	•	0		
12.	Do y	ou and the related person share the same physical location?	0	•		
1.	_	al Name of <i>Related Person</i> : CARVAL INVESTORS, LP				
2.		ary Business Name of <i>Related Person</i> : CARVAL INVESTORS, LP				
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 71932				
	Othe	er en				
4.		ted Person's				
	(a)	CRD Number (if any): 141819				
	(b)	CIK Number(s) (if any):				
		No Information Filed				
5.	Rela	ted Person is: (check all that apply)				
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer				
	` ,	other investment adviser (including financial planners)				
	. ,	registered municipal advisor				
	` ,	registered security-based swap dealer major security-based swap participant				
	` ,	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)				
		futures commission merchant				
	(h)	banking or thrift institution				
	.,	trust company				
	0,	accountant or accounting firm  lawyer or law firm				
	. ,	□ lawyer or law firm □ insurance company or agency				
	(m)					
	(n)	real estate broker or dealer				
		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles				
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	NI.		
6.	Do v	you control or are you controlled by the related person?	• •			
	3			•		
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	0	•		
8.		Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•		
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	С		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:  Number 2:	asse	ts:		
		City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:				
			Yes	No		
9.		If the related person is an investment adviser, is it exempt from registration?	0	•		
	(b)	If the answer is yes, under what exemption?				
10.		Is the related person registered with a foreign financial regulatory authority?		•		
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register	ed.			

	No Information Filed		
11.	Do you and the related person share any supervised persons?	0	•
12.	Do you and the <i>related person</i> share the same physical location?	0	•
1.	Legal Name of <i>Related Person</i> : AB BROADLY SYNDICATED LOAN MANAGER LLC		
2.	Primary Business Name of <i>Related Person</i> : AB BROADLY SYNDICATED LOAN MANAGER LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4.	Related Person's  (a) CRD Number (if any): 308135  (b) CIK Number(s) (if any):		
	No Information Filed		
5.	Related Person is: (check all that apply)  (a)	Yes	No
6.	Do you control or are you controlled by the related person?	$\odot$	0
7.	Are you and the related person under common control?	0	•
8.	<ul> <li>(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i>?</li> <li>(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>?</li> <li>(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i>'s office responsible for <i>custody</i> of your <i>clients</i>' Number and Street 1:  Oumber and Street 2:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:  D</li> </ul>	O O asse	0
0		Yes	
7.	<ul><li>(a) If the related person is an investment adviser, is it exempt from registration?</li><li>(b) If the answer is yes, under what exemption?</li></ul>	0	⊙
10.	<ul><li>(a) Is the related person registered with a foreign financial regulatory authority?</li><li>(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register.</li><li>No Information Filed</li></ul>	C red.	•
11.	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0

1.	J	SHANGHAI) OVERSEAS INVESTMENT FUND MANAGEMENT CO., LTD		
2.		eary Business Name of <i>Related Person</i> : SHANGHAI) OVERSEAS INVESTMENT FUND MANAGEMENT CO., LTD		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or			
	Othe			
4.	Rela	ted Person's		
		CRD Number (if any):		
	(b)	CIK Number(s) (if any):  No Information Filed		
_	5.4			
5.		ted Person is: (check all that apply)  Description broker-dealer, municipal securities dealer, or government securities broker or dealer		
	` '	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	` ,	registered security-based swap dealer		
	` ,	major security-based swap participant  commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
		futures commission merchant		
	(h)	banking or thrift institution		
	• •	trust company		
		accountant or accounting firm  lawyer or law firm		
	(I)	insurance company or agency		
	(m)			
	` ,	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(I-)		Yes	Ν
6.	Do y	you control or are you controlled by the related person?	0	0
7.	Are :	you and the <i>related person</i> under common <i>control</i> ?	•	C
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	C
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	asse	:ts
		Number and Street 1: Number and Street 2:		
		City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
		·	Yes	N
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	$\odot$	C
	(b)	If the answer is yes, under what exemption?  DOES NOT PROVIDE SERVICES IN THE USA		
10	(a)	Is the related person registered with a foreign financial regulatory authority?	_	_
10.	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register	ed.	C
	(-)	Name of Country/English Name of Foreign Financial Regulatory Authority		
		Other - ASSET MANAGEMENT ASSOCIATION OF CHINA, CHINA.		
11.	Do y	you and the related person share any supervised persons?	⊙	C
12.	Do y	ou and the related person share the same physical location?	0	0
				=
1.	Lega	al Name of <i>Related Person</i> :		

ALLIANCEBERNSTEIN ASSET MANAGEMENT (KOREA) LTD.

2.	Primary Business Name of <i>Related Person</i> :  ALLIANCEBERNSTEIN ASSET MANAGEMENT (KOREA) LTD.		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Others		
	Other		
4.	Related Person's  (a) CRD Number (if any):		
	(b) CIK Number(s) (if any):  No Information Filed		
5.	Related Person is: (check all that apply)  (a) □ broker-dealer, municipal securities dealer, or government securities broker or dealer  (b) ☑ other investment adviser (including financial planners)  (c) □ registered municipal advisor  (d) □ registered security-based swap dealer  (e) □ major security-based swap participant  (f) □ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  (g) □ futures commission merchant		
	<ul> <li>(h)</li></ul>		
4	Do you control or are you controlled by the related person?	Yes	
0.	Do you control of are you controlled by the related person!	•	0
7.	Are you and the related person under common control?	0	•
8.	<ul> <li>(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i>?</li> <li>(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>?</li> <li>(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person</i>'s office responsible for <i>custody</i> of your <i>clients</i>'</li> </ul>	0	ets:
	Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
	City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
,.	(b) If the answer is yes, under what exemption?  DOES NOT PROVIDE SERVICES IN US.	•	0
10.	(a) Is the related person registered with a foreign financial regulatory authority?	•	0
	(b) If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register.  Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i> Other - FINANCIAL SUPERVISORY COMMISSION (SOUTH KOREA)	red.	
11.	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do you and the <i>related person</i> share the same physical location?		0
1.	Legal Name of <i>Related Person</i> : PLANMEMBER SECURITIES CORPORATION		
2.	Primary Business Name of <i>Related Person</i> : PLANMEMBER SECURITIES CORPORATION		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		

	801 - 39177 or		
	Other		
4.	Related Person's  (a) CRD Number (if any): 11869  (b) CIK Number(s) (if any):		
	No Information Filed		
5.	Related Person is: (check all that apply)  (a)  broker-dealer, municipal securities dealer, or government securities broker or dealer  (b)  other investment adviser (including financial planners)  (c)  registered municipal advisor  (d)  registered security-based swap dealer  (e)  major security-based swap participant  (f)  commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  (g)  futures commission merchant  (h)  banking or thrift institution  (i)  trust company  (j)  accountant or accounting firm  (k)  lawyer or law firm  (l)  insurance company or agency  pension consultant  real estate broker or dealer  sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles  sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(p) Sponsor, general partner, managing member (or equivalent) of pooled investment venicles	Yes	No
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	С
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	<ul> <li>(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i>?</li> <li>(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i></li> </ul>		c ets:
	Number and Street 1:  City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
0	(a) If the related person is an investment advisor is it evenent from registration?	Yes	
9.	<ul><li>(a) If the related person is an investment adviser, is it exempt from registration?</li><li>(b) If the answer is yes, under what exemption?</li></ul>	0	•
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(b) If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register.  No Information Filed	red.	
11.	Do you and the related person share any supervised persons?	0	•
12.	Do you and the <i>related person</i> share the same physical location?	0	e
1.	Legal Name of <i>Related Person</i> : BERNSTEIN AUTONOMOUS RESEARCH LLP		
2.	Primary Business Name of <i>Related Person</i> : BERNSTEIN AUTONOMOUS RESEARCH LLP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4.	Related Person's  (a) CRD Number (if any):		

	(b)	CIK Number(s) (if any):  No Information Filed		
5.	Rela	ted Person is: (check all that apply)		
	(a) (b)	broker-dealer, municipal securities dealer, or government securities broker or dealer  other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e) (f)	<ul><li>major security-based swap participant</li><li>commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li></ul>		
	(g)	futures commission merchant		
	(h)	□ banking or thrift institution		
	(i)	trust company		
	(j)	accountant or accounting firm  lawyer or law firm		
	(k) (l)	□ lawyer or law firm □ insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer		
	(o)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	_	
6.	Do v	you control or are you controlled by the related person?	Yes	
0.	D0 3	to to the set you controlled by the related person:	0	9
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	(
_				
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	$\circ$	
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients's	asse	ts
	. ,	Number and Street 1: Number and Street 2:		
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: $\square$	<b>Yes</b>	N
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	
	(b)	If the answer is yes, under what exemption?	~	_
10	(a)	Is the related person registered with a foreign financial regulatory authority?	_	,
10.		If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.	<b>○</b> ed.	(•
11		No Information Filed		
11.	D0 2	ou and the related person share any supervised persons?	0	•
12.	Do y	you and the related person share the same physical location?	0	6
				_
1.	Lega	al Name of <i>Related Person</i> :		
	PLA	NMEMBER ASSET MANAGEMENT CORPORATION		
2.		nary Business Name of <i>Related Person</i> :  NMEMBER ASSET MANAGEMENT CORPORATION		
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
J.		- 289591		
	Othe			
4.		ted Person's  CRD Number (if any):		
	(u)			
	(b)	CIK Number(s) (if any):  No Information Filed		
5	Rolo	ted Person is: (check all that apply)		
J.	NEId	ted resourts. Telleck all that apply)		

	(a)		
	(b)	other investment adviser (including financial planners)	
	(c)	registered municipal advisor	
	(d)	registered security-based swap dealer	
		major security-based swap participant	
		commodity pool operator or commodity trading advisor (whether registered or exempt from registration)	
	` '		
		banking or thrift institution	
	(i)	trust company	
	(j)	accountant or accounting firm	
	(k)	☐ lawyer or law firm	
	(l)	insurance company or agency	
	(m)		
	(n)		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	
			Yes No
6.	Do y	you control or are you controlled by the related person?	0 0
7	Aro	you and the related person under common control?	
1.	AIE.	you and the related person under common controls	⊙ ○
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0 0
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome	
	(D)	presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are	
		to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	3 Hot required
		·	
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody	of your <i>clients'</i> assets:
		Number and Street 1: Number and Street 2:	
		City: State: Country: ZIP+4/Postal Code:	
		If this address is a private residence, check this box: 🗖	
			Yes No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0 0
	(h)	If the answer is yes, under what exemption?	
	(b)	if the answer is yes, under what exemption?	
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0 0
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related pe	erson is registered.
		No Information Filed	-
11.	Do v	you and the related person share any supervised persons?	0.6
	20 )	you are the related percent chare any caper viscal percenter	0 0
	_		
12.	ро у	you and the <i>related person</i> share the same physical location?	0 0
1.	Lega	al Name of <i>Related Person</i> :	
	EQU	JITABLE FINANCIAL SERVICES COMPANY OF AMERICA	
2.	Prim	nary Business Name of <i>Related Person</i> :	
		JITABLE FINANCIAL SERVICES COMPANY OF AMERICA	
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
J.	-	Ted resolts see the Namber (if arry) (e.g., 661 , 6 , 662 )	
	or		
	or		
	Othe	er 	
4.	Rela	ated Person's	
	(a)	CRD Number (if any):	
	(b)	CIK Number(s) (if any):	
	-	No Information Filed	
_	D - '	ated Person is. (about all that apply)	
5.		ated Person is: (check all that apply)	
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer	
	(b)	other investment adviser (including financial planners)	
	(c)	registered municipal advisor	
	(d)	registered security-based swap dealer	
	(e)	major security-based swap participant	
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)	
	. /	5	

	<ul> <li>(g) ☐ futures commission merchant</li> <li>(h) ☐ banking or thrift institution</li> <li>(i) ☐ trust company</li> <li>(j) ☐ accountant or accounting firm</li> <li>(k) ☐ lawyer or law firm</li> <li>(l) ☑ insurance company or agency</li> <li>(m) ☐ pension consultant</li> <li>(n) ☐ real estate broker or dealer</li> <li>(o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>(p) ☐ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>	
6.	Do you control or are you controlled by the related person?	Yes No ○ ⊙
7.	Are you and the related person under common control?	⊙ ○
8.	<ul> <li>(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i>?</li> <li>(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not reto obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>?</li> </ul>	C © C C
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your Number and Street 1:  Number and Street 2:	clients' assets:
	City: State: Country: ZIP+4/Postal Code:	
	If this address is a private residence, check this box: $\square$	Yes No
9.	<ul><li>(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?</li><li>(b) If the answer is yes, under what exemption?</li></ul>	0 0
10.	(a) Is the related person registered with a foreign financial regulatory authority?  (b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is	C ©
	No Information Filed	registered.
11.	. Do you and the related person share any supervised persons?	0 0
12.	2. Do you and the <i>related person</i> share the same physical location?	0 0
1.	Legal Name of <i>Related Person</i> : ALLIANCEBERNSTEIN INVESTMENTS, INC.	
2.	Primary Business Name of <i>Related Person</i> : ALLIANCEBERNSTEIN INVESTMENTS, INC.	
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 8 - 30851 or	
	Other	
4.	(a) CRD Number (if any):	
	14549 (b) CIK Number(s) (if any):	
	No Information Filed	
5.	Related Person is: (check all that apply)  (a)  broker-dealer, municipal securities dealer, or government securities broker or dealer  (b)  other investment adviser (including financial planners)  (c)  registered municipal advisor  (d)  registered security-based swap dealer  (e)  major security-based swap participant  (f)  commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  (g)  tutures commission merchant  (h)  banking or thrift institution  (i)  trust company	

		(m) pension consultant		
		(n)  real estate broker or dealer		
		(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
		(p) $\square$ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	6	Do you control or are you controlled by the related person?		No.
	6.	bo you control of are you controlled by the related person:	•	0
	7.	Are you and the related person under common control?	_	•
				٠
	8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
		(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the		0
		presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required		~
		to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?		
		(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients	s'ass	ets:
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box:		
			Yes	No.
	9.	(a) If the related person is an investment adviser, is it exempt from registration?	0	•
		(b) If the answer is yes, under what exemption?		
	10.	. (a) Is the related person registered with a foreign financial regulatory authority?	0	•
		(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registed	ered.	
		No Information Filed		
	11.	. Do you and the <i>related person</i> share any <i>supervised persons?</i>	⊙	0
	10	De view and the instated manage them the come interest to a state of		
	12.	. Do you and the <i>related person</i> share the same physical location?	⊙	0
	1.	Legal Name of Related Person:		
		SANFORD C. BERNSTEIN (SCHWEIZ) GMBH		
	2.	Primary Business Name of <i>Related Person</i> : SANFORD C. BERNSTEIN (SCHWEIZ) GMBH		
		SAN OND OF BEIM (COMMENT)		
	3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
		or OUL		
		Other		
	4.	Related Person's		
		(a) CRD Number (if any):		
		(b) CIK Number(s) (if any):		
		No Information Filed		
	5.	Related Person is: (check all that apply)		
		(a) Various de dealer, municipal securities dealer, or government securities broker or dealer		
		(b)  other investment adviser (including financial planners)		
		(c) $\square$ registered municipal advisor		
		(d) $\square$ registered security-based swap dealer		
		(e) $\square$ major security-based swap participant		
		(f) $\square$ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
		(g)  utures commission merchant		
		(h) $\square$ banking or thrift institution		
		(i) $\square$ trust company		
		(j) accountant or accounting firm		
		(k) awyer or law firm		
		(I) Insurance company or agency		
		(m) pension consultant		
		<ul> <li>(n) □ real estate broker or dealer</li> <li>(o) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> </ul>		
		<ul> <li>(o)  sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> <li>(p)  sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>		
		(p) — spandar gardiar partition, managing member (or equivalent) of pooled investment verifies	Yes	. No
	6.	Do you control or are you controlled by the related person?		0
- 1	1		_	_

7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	•
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:	asse	ets:
	( )		Yes	No
9.	(a) (b)	If the <i>related person</i> is an investment adviser, is it exempt from registration?  If the answer is yes, under what exemption?	0	
10	. (a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is registe Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>		
		Switzerland - Swiss Financial Market Supervisory Authority		
11	. Do y	you and the related person share any supervised persons?	0	•
12	. Do y	ou and the <i>related person</i> share the same physical location?	0	•
1.	_	Name of <i>Related Person</i> : FORD C. BERNSTEIN & CO., LLC		
2.		ary Business Name of <i>Related Person</i> : FORD C. BERNSTEIN & CO., LLC		
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 57937		
	Othe			
4.		ted Person's  CRD Number (if any):		
	(b)	104474 CIK Number(s) (if any):		
	, ,	No Information Filed		
5.	Rela	ted Person is: (check all that apply)		
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)  registered municipal advisor		
	(c) (d)	registered multicipal advisor  registered security-based swap dealer		
	(e)	major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g) (h)	futures commission merchant  banking or thrift institution		
	(i)	□ trust company		
	(j)	accountant or accounting firm		
	(k)	lawyer or law firm		
	(l) (m)	<ul><li>☐ insurance company or agency</li><li>☐ pension consultant</li></ul>		
	(n)	real estate broker or dealer		
	(o)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Voc	. No
6.	Do y	you control or are you controlled by the related person?	es ©	O
			v	
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	•
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	•	0

	(b)	If you are registering or registered with the SEC a presumption that you are not operationally indepe to obtain a surprise examination for your <i>clients</i> ' fu	endent (pursuant to	rule 206(4)-2(d)(5)) from	n the related person and thus are not re	O 6 equired	9
	(c)	If you have answered "yes" to question 8.(a) above	ve, provide the loca	tion of the related person	's office responsible for <i>custody</i> of your	clients' assets	<b>;</b> :
		Number and Street 1: 1345 AVENUE OF THE AMERICAS		Number and Street 2:			
		City: State:		Country:	ZIP+4/Postal Code:		
		NEW YORK New York		United States	10105		
		If this address is a private residence, check this bo	ox: 🗖				
9.	(a)	If the <i>related person</i> is an investment adviser, is it	exempt from registr	ration?		Yes N	
	(b)	If the answer is yes, under what exemption?				~ ~	
10				W 0			
10.		Is the <i>related person</i> registered with a <i>foreign finan</i>	9			⊙ (	)
	(b)	If the answer is yes, list the name and country, in Name of Country/English Name of Foreign Final			thority with which the related person is	registerea.	
		Canada - Alberta Securities Commission					
		Canada - British Columbia Securities Commission					
		Canada - Manitoba Securities Commission					
		Canada - New Brunswick Securities Commission					
		Canada - Newfoundland and Labrador, Financial S	Services Regulation	Division			
		Canada - Nova Scotia Securities Commission					
		Canada - Ontario Securities Commission					
		Canada - Prince Edward Island, Securities Office					
		Canada - Quebec, Financial Markets Authority					
		Canada - Saskatchewan Financial Services Commi	ission				
11.	Do y	ou and the related person share any supervised pers	sons?			⊙ ⊙	0
12.	Do y	ou and the <i>related person</i> share the same physical I	location?			· ·	0
							_
	U	I Name of <i>Related Person</i> : STEWART ASSET MANAGEMENT LTD.					
		ary Business Name of <i>Related Person</i> : STEWART ASSET MANAGEMENT LTD.					
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 61428	866-, 802-)				
	or Othe						
4.	Rela	ted Person's					
	(a)	CRD Number (if any):					
	(b)	122046 CIK Number(s) (if any):					
	(D)	CIK Nulliber(s) (ii arry).	No In	formation Filed			
5.	Rela	ted Person is: (check all that apply)					
	(a)	$\square$ broker-dealer, municipal securities dealer, or $\emptyset$	government securiti	es broker or dealer			
	(b)	other investment adviser (including financial p	lanners)				
	` ,	registered municipal advisor					
	` '	registered security-based swap dealer					
	(e) (f)	<ul><li>major security-based swap participant</li><li>commodity pool operator or commodity tradin</li></ul>	ug advisor (whather	registered or exempt from	m registration)		
	(i) (g)	futures commission merchant	ig advisor (whether	registered of exempt from	n registration)		
	(h)	banking or thrift institution					
	(i)	trust company					
	(j)	accountant or accounting firm					
	(k)	lawyer or law firm					
	(l)	insurance company or agency					
	(m) (n)	pension consultant real estate broker or dealer					
	(II)	sponsor or syndicator of limited partnerships (	(or equivalent), evol	uding nooled investment	vehicles		

	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do y	ou control or are you controlled by the related person?	Yes ©	S No
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	0	⊙
8.	(a) (b)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?  If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> .  Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:	₃' ass∈	ets:
			Yes	No.
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	⊙
	(b)	If the answer is yes, under what exemption?		
10	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is registed.	ered.	
		Name of Country/English Name of Foreign Financial Regulatory Authority  Netherlands - The Netherlands Authority for the Financial Markets		
11	Do v	rou and the related person share any supervised persons?	•	0
	20,		٠	
12	Do y	ou and the <i>related person</i> share the same physical location?	•	0
2.	CPH Prim CPH	Il Name of <i>Related Person</i> : CAPITAL FONDSMAEGLERSELSKAB A/S  ary Business Name of <i>Related Person</i> : CAPITAL		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.		ted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):  No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (o) (p)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		s No
6.	Do у	ou control or are you controlled by the related person?	⊙	0
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	_	~

8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	` ,	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:  Number and Street 2:	asse	ets:
		City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes ©	No O
	(b)	If the answer is yes, under what exemption?  DOES NOT PROVIDE SERVICES IN US.		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register.  Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>	ed.	
		Denmark - Danish Financial Supervisory Authority		
11.	Do y	you and the related person share any supervised persons?	0	•
12.	Do y	ou and the <i>related person</i> share the same physical location?	0	•
1	Loga	al Name of <i>Related Person</i> :		
	_	SHANGHAI) INVESTMENT MANAGEMENT CO., LTD.		
		ary Business Name of <i>Related Person</i> : SHANGHAI) INVESTMENT MANAGEMENT CO., LTD.		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.		ted Person's  CRD Number (if any):		
	(b)	CIK Number(s) (if any):  No Information Filed		
5.		ted Person is: (check all that apply)  Description broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
		registered municipal advisor registered security-based swap dealer		
	` ,	major security-based swap participant		
	` '	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  futures commission merchant		
	_	banking or thrift institution		
		<ul><li>□ trust company</li><li>□ accountant or accounting firm</li></ul>		
	•	□ accountant or accounting firm □ lawyer or law firm		
	• ,	insurance company or agency		
	(m) (n)	pension consultant real estate broker or dealer		
	(o)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	۷۵۶	s No
6.	Do y	ou control or are you controlled by the related person?		• 140
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	_	•
	` ,	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	Ö	0

		presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:  Number 2:	ısse	ts:
		City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
			Yes	No
9.		If the related person is an investment adviser, is it exempt from registration?	⊙	0
	(b)	If the answer is yes, under what exemption?  DOES NOT PROVIDE SERVICES IN THE USA		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>	∍d.	
		Other - ASSET MANAGEMENT ASSOCIATION OF CHINA, CHINA.		
11.	Do y	rou and the related person share any supervised persons?	•	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	0	•
1.	Lega	al Name of <i>Related Person</i> :		
	AB P	RIVATE CREDIT INVESTORS LLC		
2.		ary Business Name of <i>Related Person</i> : PRIVATE CREDIT INVESTORS LLC		
3.	801	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 80389		
	or Othe			
4.	(a)	ted Person's  CRD Number (if any):  173027		
	(b)	CIK Number(s) (if any):  No Information Filed		
5.		ted Person is: (check all that apply)		
	` ,	<ul> <li>□ broker-dealer, municipal securities dealer, or government securities broker or dealer</li> <li>☑ other investment adviser (including financial planners)</li> </ul>		
	` ,	registered municipal advisor		
	` ,	registered security-based swap dealer major security-based swap participant		
	` ,	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	107	futures commission merchant		
	` ,	<ul><li>□ banking or thrift institution</li><li>□ trust company</li></ul>		
	(j)	accountant or accounting firm		
		lawyer or law firm		
	• •	insurance company or agency pension consultant		
	` '	real estate broker or dealer		
		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	Nο
6.	Do y	ou control or are you controlled by the related person?		0
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	0	•
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
		If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	ısse	ets:
		Number and Street 1: Number and Street 2:		

		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: $\square$	Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	$\circ$	•
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register  No Information Filed	ed.	
11.	Do y	ou and the related person share any supervised persons?	•	0
10	_			
12.		ou and the <i>related person</i> share the same physical location?	•	_
1.	J	Name of <i>Related Person</i> : NCEBERNSTEIN HONG KONG LIMITED		
2.		nry Business Name of <i>Related Person</i> : NCEBERNSTEIN HONG KONG LIMITED		
3.	Relat -	ed Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.		ed Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	No
6.	Do yo	ou control or are you controlled by the related person?	•	0
7.	Are y	ou and the related person under common control?	0	•
8.		Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:	asse	:ts:
		If this address is a private residence, check this box: $\square$	Yes	Nic
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	•	
		If the answer is yes, under what exemption?  DOES NOT PROVIDE SERVICES IN US.	~	-

10.	(a)	Is the related person registered with a foreign financial regulatory authority?	$\odot$	С
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register	ed.	
		Name of Country/English Name of Foreign Financial Regulatory Authority		
		Hong Kong - Securities and Futures Commission		
11.	Do y	you and the related person share any supervised persons?	$\odot$	С
12.	Do y	ou and the related person share the same physical location?	0	•
1.	_	al Name of <i>Related Person</i> : BERNSTEIN ISRAEL LTD.		
2.		ary Business Name of <i>Related Person</i> : BERNSTEIN ISRAEL LTD.		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.		ted Person's  CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (k) (l) (m) (n)	ted Person is: (check all that apply)  broker-dealer, municipal securities dealer, or government securities broker or dealer  other investment adviser (including financial planners)  registered municipal advisor  registered security-based swap dealer  major security-based swap participant  commodity pool operator or commodity trading advisor (whether registered or exempt from registration)  futures commission merchant  banking or thrift institution  trust company  accountant or accounting firm  lawyer or law firm  insurance company or agency  pension consultant  real estate broker or dealer  sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
		sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	D.		Yes	
6.	ро у	ou control or are you controlled by the related person?	⊙	С
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	0	•
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	С
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:	asse	ets
_			Yes	
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration?	⊙	С
	(b)	If the answer is yes, under what exemption?  DOES NOT PROVIDE SERVICES IN US.		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register		
		Name of Country/English Name of Foreign Financial Regulatory Authority		

	Israel - Israel Securities Authority		
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	0	•
1.	Legal Name of <i>Related Person</i> : AB TRUST COMPANY, LLC		
2.	Primary Business Name of <i>Related Person</i> : AB TRUST COMPANY, LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4.	Related Person's  (a) CRD Number (if any):		
	(b) CIK Number(s) (if any):		
	No Information Filed		
		(es	
		⊙ -	
		0	
8.	<ul> <li>(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i>?</li> <li>(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>?</li> </ul>	0	0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> a Number and Street 1:  City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
9.		es O	
	(b) If the answer is yes, under what exemption?		
10.	<ul><li>(a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i>?</li><li>(b) If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is registered. No Information Filed</li></ul>	C ed.	•
11.		•	0
12.	Do you and the <i>related person</i> share the same physical location?	0	•

1.	egal Name of <i>Related Person</i> : LLIANCEBERNSTEIN (SINGAPORE) LIMITED		
2.	rimary Business Name of <i>Related Person</i> : LLIANCEBERNSTEIN (SINGAPORE) LIMITED		
3.	elated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	ther		
4.	elated Person's a) CRD Number (if any):		
	O) CIK Number(s) (if any):  No Information Filed		
5.	elated Person is: (check all that apply)		
6.	o you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	Yes •	No C
7.	re you and the <i>related person</i> under common <i>control</i> ?	0	•
8.	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?  If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not require to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	o ed	0
	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>client</i> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:		
9.	a) If the <i>related person</i> is an investment adviser, is it exempt from registration? b) If the answer is yes, under what exemption? DOES NOT PROVIDE SERVICES IN US.	Yes <b>⊙</b>	C
10.	Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?  If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is regist  Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i> Singapore - Monetary Authority of Singapore	<b>⊙</b> tered.	C
11.	o you and the <i>related person</i> share any <i>supervised persons</i> ?	•	С
12.	o you and the <i>related person</i> share the same physical location?	0	e
			=

Legal Name of *Related Person*:
 ALLIANCEBERNSTEIN CORPORATION

2.	Primary Business Name of <i>Related Person</i> : ALLIANCEBERNSTEIN CORPORATION		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 39910		
	or Other		
4.	Related Person's  (a) CRD Number (if any):		
	107445 (b) CIK Number(s) (if any):		
	No Information Filed		
5.	Related Person is: (check all that apply)		
	(a) D broker-dealer, municipal securities dealer, or government securities broker or dealer		
	<ul> <li>(b)</li></ul>		
	(d) $\square$ registered security-based swap dealer		
	(e) major security-based swap participant		
	<ul> <li>(f)  commodity pool operator or commodity trading advisor (whether registered or exempt from registration)</li> <li>(g)  futures commission merchant</li> </ul>		
	(h) banking or thrift institution		
	<ul> <li>(i) □ trust company</li> <li>(j) □ accountant or accounting firm</li> </ul>		
	<ul> <li>(j) □ accountant or accounting firm</li> <li>(k) □ lawyer or law firm</li> </ul>		
	(I)  insurance company or agency		
	(m) pension consultant		
	<ul> <li>(n)  real estate broker or dealer</li> <li>(o)  sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles</li> </ul>		
	<ul> <li>(p) □ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles</li> </ul>		
		Yes	s No
6.	Do you control or are you controlled by the related person?	⊙	0
7.	Are you and the related person under common control?	0	•
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	ass	ets:
	Number and Street 1: Number and Street 2:		
	City: State: Country: ZIP+4/Postal Code:  If this address is a private residence, check this box:		
		Yes	s No
9.	(a) If the related person is an investment adviser, is it exempt from registration?	0	$\odot$
	(b) If the answer is yes, under what exemption?		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(b) If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register.  No Information Filed		~
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1	Legal Name of Related Person:		
	SANFORD C. BERNSTEIN (HONG KONG) LIMITED		
2.	Primary Business Name of <i>Related Person</i> :		
	SANFORD C. BERNSTEIN (HONG KONG) LIMITED		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- Or		

	Othe	er er		
4.		constant of the second of the		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):  No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (k) (l) (m) (n)	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do y	you control or are you controlled by the related person?	Yes	No.
7.	Are	you and the <i>related person</i> under common <i>control</i> ?		•
	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?		
G.	(b) (c)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?  If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:	0	
			Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	0
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	_	0
	(b)	If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which the <i>related person</i> is register Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>	ed.	
		Hong Kong - Securities and Futures Commission		
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	•
1.	_	al Name of <i>Related Person</i> : ANCEBERNSTEIN LIMITED		
2.		nary Business Name of <i>Related Person</i> : ANCEBERNSTEIN LIMITED		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela (a)	ted Person's  CRD Number (if any):		

		No Information Filed		
5.	Rela	ated Person is: (check all that apply)		
	(a)			
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
	(h)	banking or thrift institution		
	(i)	trust company		
	(j)	accountant or accounting firm		
	(k)	lawyer or law firm		
	(I)	insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer		
	(o)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
			Yes	No
6.	Do y	you control or are you controlled by the related person?	$\odot$	$\circ$
7.	Are	you and the related person under common control?	0	•
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the		Ö
	(~)	presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required	0	0
		to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients'	asse	ts:
	` ,	Number and Street 1: Number and Street 2:		
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: $\square$		
			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	$\odot$	$\circ$
	(b)	If the answer is yes, under what exemption?		
		DOES NOT PROVIDE SERVICES IN US.		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	$\odot$	0
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register	ed.	
		Name of Country/English Name of Foreign Financial Regulatory Authority		
		United Kingdom - Financial Conduct Authority		
11.	Do v	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	_
		you alla the related percent chair of ally caper riced percenter	٠	0
12	Do v	you and the <i>related person</i> share the same physical location?	_	_
12.	D0 3	you and the related person share the same physical location?	О	⊙
1	Logs	al Name of <i>Related Person</i> :		
	_	IANCEBERNSTEIN ADMINISTRADORA DE CARTEIRAS (BRASIL) LTDA.		
	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	TWOEDERWOTERN ADMINISTRATE OF WITCHING (DIVIDIE) ETDA.		
2	Prim	nary Business Name of <i>Related Person</i> :		
		ANCEBERNSTEIN ADMINISTRADORA DE CARTEIRAS (BRASIL) LTDA.		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
Ο.	-			
	or			
	Othe	er		
4.	Rela	ated Person's		
	(a)	CRD Number (if any):		
	. •			
	(b)	CIK Number(s) (if any):		
		No Information Filed		

(b) CIK Number(s) (if any):

5.	Rela	ted Person is: (check all that apply)		
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	` '	registered security-based swap dealer		
		major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
		banking or thrift institution		
	(i)	trust company		
	(j)	accountant or accounting firm		
		lawyer or law firm		
	.,	insurance company or agency		
	(m)			
	` ,	real estate broker or dealer		
		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	Б		Yes	
).	ро у	ou control or are you controlled by the related person?	⊙	0
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	$\circ$	•
3.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	$\circ$	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> .  Number and Street 1:  Number 2:	ass∈	ets:
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: $\square$		
			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	$\odot$	0
	(b)	If the answer is yes, under what exemption?		
		DOES NOT PROVIDE SERVCIES IN US.		
Ю.	(a)	Is the related person registered with a foreign financial regulatory authority?	$\odot$	0
	(b)	If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registe	ed.	
		Name of Country/English Name of Foreign Financial Regulatory Authority		
		Other - COMISSAO DE VALORES MOBILIARIOS		
11.	Do y	rou and the related person share any supervised persons?	•	0
			~	~
12.	Do y	you and the related person share the same physical location?	0	•
	,			•
۱.	Lega	l Name of <i>Related Person</i> :		
	BERI	NSTEIN INSTITUTIONAL SERVICES LLC		
2.	Prim	ary Business Name of Related Person:		
	BERI	NSTEIN INSTITUTIONAL SERVICES LLC		
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	801	- 129468		
	or			
	Othe			
_				
∤.		ted Person's		
	(a)	CRD Number (if any):		
	(h)	317807 CIK Number(s) (if any):		
	(n)	CIK Number(s) (if any):  No Information Filed		
		No information filed		
5	Rola	ted Person is: (check all that apply)		
- •	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		

major security-based swap participant commodity pool operator or commodity trading advisor (whe futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), sponsor, general partner, managing member (or equivalent) you control or are you controlled by the related person?	excluding pooled investment vehicles of pooled investment vehicles Yes	No ⊙					
futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), sponsor, general partner, managing member (or equivalent) you control or are you controlled by the related person?	excluding pooled investment vehicles of pooled investment vehicles Yes						
banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), sponsor, general partner, managing member (or equivalent) you control or are you controlled by the related person? e you and the related person under common control?	of pooled investment vehicles  Yes	•					
☐ trust company ☐ accountant or accounting firm ☐ lawyer or law firm ☐ insurance company or agency ) ☐ pension consultant ☐ real estate broker or dealer ☐ sponsor or syndicator of limited partnerships (or equivalent), ☐ sponsor, general partner, managing member (or equivalent) ☐ you control or are you controlled by the related person?  e you and the related person under common control?	of pooled investment vehicles  Yes	•					
accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), sponsor, general partner, managing member (or equivalent) you control or are you controlled by the related person? e you and the related person under common control?	of pooled investment vehicles  Yes	•					
lawyer or law firm insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), sponsor, general partner, managing member (or equivalent) you control or are you controlled by the related person? e you and the related person under common control?	of pooled investment vehicles  Yes	•					
insurance company or agency pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), sponsor, general partner, managing member (or equivalent) you control or are you controlled by the related person? e you and the related person under common control?	of pooled investment vehicles  Yes	•					
pension consultant real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), sponsor, general partner, managing member (or equivalent) you control or are you controlled by the related person? e you and the related person under common control?	of pooled investment vehicles  Yes	•					
real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), sponsor, general partner, managing member (or equivalent) you control or are you controlled by the related person? e you and the related person under common control?	of pooled investment vehicles  Yes	•					
sponsor or syndicator of limited partnerships (or equivalent), sponsor, general partner, managing member (or equivalent) you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ? e you and the <i>related person</i> under common <i>control</i> ?	of pooled investment vehicles  Yes	•					
sponsor, general partner, managing member (or equivalent)  you control or are you controlled by the related person?  e you and the related person under common control?	of pooled investment vehicles  Yes	•					
you control or are you controlled by the related person? e you and the related person under common control?	Yes	•					
e you and the <i>related person</i> under common <i>control</i> ?	0	•					
e you and the <i>related person</i> under common <i>control</i> ?							
	•	0					
	⊙	0					
Does the related person act as a qualified custodian for your clien	ts in connection with advisory services you provide to clients?	•					
presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required							
If you have answered "yes" to question 8.(a) above, provide the	location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> asse	ets:					
	,						
If this address is a private residence, check this box: $\Box$							
	Yes	No					
If the related person is an investment adviser, is it exempt from re	egistration?	$\odot$					
If the answer is yes, under what exemption?							
Is the <i>related person</i> registered with a <i>foreign financial regulatory</i> a	authority?	•					
		•					
you and the related person share any supervised persons?	0	•					
you and the <i>related person</i> share the same physical location?	0	0					
	If you are registering or registered with the SEC and you have a presumption that you are not operationally independent (pursuar to obtain a surprise examination for your <i>clients'</i> funds or securit If you have answered "yes" to question 8. (a) above, provide the Number and Street 1:  City: State: (City: Stat	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?  If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' asses Number and Street 1:  Number and Street 2:  City:  State:  Country:  ZIP+4/Postal Code:  If this address is a private residence, check this box:  If the related person is an investment adviser, is it exempt from registration?  If the answer is yes, under what exemption?  If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.  No Information Filed					

Item	7 Private Fund Reporting		
		Yes	. No
R Ar	re you an adviser to any <i>private fund</i> ?		
D. AI	e you all adviser to any private runu:	•	0
se re <sub>i</sub> 7 ins	"yes," then for each private fund that you advise, you must complete a Section 7.B.(1) of Schedule D, except in certain circumstances described in entence and in Instruction 6 of the Instructions to Part 1A. If you are registered or applying for registration with the SEC or reporting as an SEC exempting adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such private fund B.(1) of Schedule D of its Form ADV (e.g., if you are a subadviser), do not complete Section 7.B.(1) of Schedule D with respect to that private fund. Stead, complete Section 7.B.(2) of Schedule D.	empt in Sectio You mus	n
со	either case, if you seek to preserve the anonymity of a private fund client by maintaining its identity in your books and records in numerical or alphode, or similar designation, pursuant to rule 204-2(d), you may identify the private fund in Section 7.B.(1) or 7.B.(2) of Schedule D using the same coesignation in place of the fund's name.		
SECT	TON 7.B.(1) <i>Private Fund</i> Reporting		
A. F	PRIVATE FUND		
Infe	ormation About the <i>Private Fund</i>		
11111	Simation About the Frivate Fund		
     1.	(a) Name of the private fund:		
	AB ARYA PARTNERS (CAYMAN) FUND, L.P.		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-1539377236		
2.	Under the laws of what state or country is the <i>private fund</i> organized:  State:  Country:  Cayman Islands		
	(a) Name (c) of Conoral Partner, Manager, Truston, or Directors (or persons serving in a similar capacity).		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):  Name of General Partner, Manager, Trustee, or Director		
	AB ARYA PARTNERS (DELAWARE) MANAGEMENT, LLC		1
			_
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
			_
4.	The private fund (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.		
	Name of Country/English Name of Foreign Financial Regulatory Authority  Cayman Islands - Cayman Islands Monetary Authority		
		Yes N	_  a
6.	(a) Is this a "master fund" in a master-feeder arrangement?		<b>5</b>
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		5
	No Information Filed		
			_
		Yes N	lo
	(c) Is this a "feeder fund" in a master-feeder arrangement?	<b>⊙</b> (	5
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?		
	Name of private fund:		
	AB ARYA PARTNERS (LUXEMBOURG) FUND, SICAV-RAIF S.C.SP.		
	Private fund identification number:  (include the "805-" prefix also)		
	805-1904606750		

	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 for the master-feeder arrangement or reporting on the funds separately.	'.B.(	1)				
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:						
	No Information Filed						
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	ssue	d				
8.	(a) Is this <i>private fund</i> a "fund of funds"?	Yes					
0.	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment	0	⊙				
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.						
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0				
		Yes	No				
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•				
10.	What type of fund is the private fund?						
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private	e fun	ıd:				
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.						
11.	Current gross asset value of the <i>private fund</i> : \$ 198,806,786						
<u>Ow</u>	vnership						
12.	Minimum investment commitment required of an investor in the private fund:						
	\$ 250,000 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).						
13.	Approximate number of the <i>private fund's</i> beneficial owners: 285						
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 6%						
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%						
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O				
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 13%						
You	ur Advisory Services						
		Yes	No				
17.	<ul><li>(a) Are you a subadviser to this <i>private fund</i>?</li><li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer to private fund in the private fund in the private fund in the private fund.</li></ul>	<b>C</b> to	•				
	question 17.(a) is "no," leave this question blank.  No Information Filed						

18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.8.(1).A.3.(b)) advise the private fund?		•					
	(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the question 18.(a) is "no," leave this question blank.	ne ans	wer					
		No Information Filed							
10	Λ	views allowed a disciplinate and in the profuncts from the		es No					
19.		your <i>clients</i> solicited to invest in the <i>private fund</i> ?	(	•					
	NO	TE: For purposes of this question, do not consider feeder funds of the private fund.							
20.	App 2%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?							
<u>Priv</u>	⁄ate	Offering							
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	γ <del>(</del>	s No					
22.	If y	es, provide the <i>private fund's</i> Form D file number (if any):							
	For	rm D file number							
	02	1-274804							
B. SI	ERVI	CE PROVIDERS							
Aud	litor	<u>s</u>	Y	es No					
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	6	0					
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	6	0					
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing fir you must complete questions (b) through (f) separately for each auditing firm.								
	Additional Auditor Information : 1 Record(s) Filed.								
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS								
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):							
		City: State: Country:							
		NEW YORK New York United States							
			Yes	No					
		(d) Is the auditing firm an independent public accountant?	•	0					
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0					
		If yes, Public Company Accounting Oversight Board-Assigned Number: 238							
		(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	o					
	<i>(</i> )			es No					
	_	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	6	0					
	(h)	Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	opinic	ns?					
		If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is ava	ilable.					
<u>Prir</u>	ne B	<u>Broker</u>	Y.	es No					

24. (a) Does the *private fund* use one or more prime brokers?

Additional Prime	Broker Information :	1 Record(s) Filed.		
		•	through (e) below for each prime broker the $ ho$ questions (b) through (e) separately for each p	
(b) Name of the MORGAN ST	•			
8 - 168191		ith the SEC, its registration r	number:	
CRD Numbe	r (if any):			
(d) Location of	orime broker's office us	ed principally by the <i>private</i>	fund (city, state and country):	
City: NEW YORK		State: New York	Country: United States	
NEW TORK		New TOTK	officed States	Ye
(e) Does this pr	ime broker act as custo	odian for some or all of the $\mu$	private fund's assets?	•
f the answer to questions from the second second from the second	uestion 25.(a) is "yes,"	respond to questions (b) the complete questions (b) three	s listed above) to hold some or all of its assets arough (g) below for each custodian the <i>private</i> bugh (g) separately for each custodian.	?
If the answer to quses more than or Additional Custo	uestion 25.(a) is "yes," ne custodian, you must  dian Information : 1 R  question 25.(a) is "yes	respond to questions (b) the complete questions (b) through the cord(s) Filed.  s," respond to questions (b)	nrough (g) below for each custodian the <i>private</i>	? e fund uses. If the <i>priv</i>
Additional Custo  If the answer to quises more than or  Additional Custo  If the answer to fund uses more  (b) Legal name	uestion 25.(a) is "yes," ne custodian, you must  dian Information : 1 R  question 25.(a) is "yes than one custodian, yo	respond to questions (b) the complete questions (b) through the cord(s) Filed.  s," respond to questions (b)	through (g) below for each custodian the <i>private</i> bugh (g) separately for each custodian.	? e fund uses. If the <i>priv</i>
If the answer to quises more than or Additional Custo  If the answer to fund uses more  (b) Legal name INTERNATIO	uestion 25.(a) is "yes," ne custodian, you must  dian Information: 1 R  question 25.(a) is "yes than one custodian, yo  of custodian:	respond to questions (b) the complete questions (b) throughout the complete questions (b) throughout the complete questions (b) are must complete questions	through (g) below for each custodian the <i>private</i> bugh (g) separately for each custodian.	? e fund uses. If the priv
Additional Custo  If the answer to quises more than or  Additional Custo  If the answer to fund uses more  (b) Legal name INTERNATIO  (c) Primary busines	uestion 25.(a) is "yes," ne custodian, you must  dian Information: 1 R  question 25.(a) is "yes than one custodian, yo  of custodian: DNAL FUND SERVICES  iness name of custodia	respond to questions (b) the complete questions (b) throughout the complete questions (b) filed.  s," respond to questions (b) the questions (b) throughout the questions (b) through the questions (c) throu	through (g) below for each custodian the <i>private</i> bugh (g) separately for each custodian.	? e fund uses. If the priv te fund uses. If the pri
If the answer to quises more than or Additional Custo  If the answer to fund uses more  (b) Legal name INTERNATIO  (c) Primary bus IFS  (d) The location City:	uestion 25.(a) is "yes," ne custodian, you must  dian Information: 1 R  question 25.(a) is "yes than one custodian, yo  of custodian: DNAL FUND SERVICES  iness name of custodia	respond to questions (b) the complete questions (b) throughout the complete questions (b) filed.  s," respond to questions (b) the questions (b) throughout the questions (b) through the questions (c) throu	through (g) below for each custodian the private bugh (g) separately for each custodian.  through g) below for each custodian the private (b) through (g) separately for each custodian.  the private fund's assets (city, state and country:	te fund uses. If the priv
If the answer to quises more than or Additional Custo  If the answer to fund uses more  (b) Legal name INTERNATION  (c) Primary bus IFS  (d) The location	uestion 25.(a) is "yes," ne custodian, you must  dian Information: 1 R  question 25.(a) is "yes than one custodian, yo  of custodian: DNAL FUND SERVICES  iness name of custodia	respond to questions (b) the complete questions (b) three cecord(s) Filed.  s," respond to questions (b) the must complete questions (b) the must complete questions (ce responsible for custody of	through (g) below for each custodian the private bugh (g) separately for each custodian.  through g) below for each custodian the private (b) through (g) separately for each custodian.	? e fund uses. If the priv te fund uses. If the pri
If the answer to quses more than or Additional Custo  If the answer to fund uses more  (b) Legal name INTERNATIO  (c) Primary bus IFS  (d) The location City: DUBLIN	uestion 25.(a) is "yes," ne custodian, you must  dian Information: 1 R  question 25.(a) is "yes than one custodian, yo  of custodian: DNAL FUND SERVICES  iness name of custodia	respond to questions (b) the complete questions (b) three cord(s) Filed.  s," respond to questions (b) ou must complete questions  n:  ce responsible for custody of State:	through (g) below for each custodian the private bugh (g) separately for each custodian.  through g) below for each custodian the private (b) through (g) separately for each custodian.  the private fund's assets (city, state and country:	? e fund uses. If the priv te fund uses. If the pri
If the answer to quises more than or Additional Custo  If the answer to fund uses more  (b) Legal name INTERNATION  (c) Primary bus IFS  (d) The location City: DUBLIN  (e) Is the custon	uestion 25.(a) is "yes," ne custodian, you must dian Information: 1 R  question 25.(a) is "yes than one custodian, you of custodian: DNAL FUND SERVICES iness name of custodian of the custodian's office dian a related person of the custodian of the custodian's office dian a related person of the custodian of the custodian's office dian a related person of the custodian's office dian's offic	respond to questions (b) the complete questions (b) three cord(s) Filed.  s," respond to questions (b) ou must complete questions  n:  ce responsible for custody of State:	through (g) below for each custodian the private bugh (g) separately for each custodian.  through g) below for each custodian the private (b) through (g) separately for each custodian.  the private fund's assets (city, state and count Country: Ireland	? e fund uses. If the priv  te fund uses. If the pri  ry):  Ye
If the answer to quises more than or Additional Custo  If the answer to fund uses more  (b) Legal name INTERNATIO  (c) Primary bus IFS  (d) The location City: DUBLIN  (e) Is the custo	uestion 25.(a) is "yes," ne custodian, you must dian Information: 1 R  question 25.(a) is "yes than one custodian, you of custodian: DNAL FUND SERVICES iness name of custodian of the custodian's office dian a related person of the custodian of the custodian's office dian a related person of the custodian of the custodian's office dian a related person of the custodian's office dian's offic	respond to questions (b) the complete questions (b) three cecord(s) Filed.  s," respond to questions (b) ou must complete questions  n:  ce responsible for custody of State:	through (g) below for each custodian the private bugh (g) separately for each custodian.  through g) below for each custodian the private (b) through (g) separately for each custodian.  the private fund's assets (city, state and count Country: Ireland	? e fund uses. If the priv  te fund uses. If the pri  ry):  Ye
If the answer to quises more than or Additional Custo  If the answer to fund uses more  (b) Legal name INTERNATION  (c) Primary bus IFS  (d) The location City: DUBLIN  (e) Is the custon	uestion 25.(a) is "yes," ne custodian, you must dian Information: 1 R  question 25.(a) is "yes than one custodian, you of custodian: DNAL FUND SERVICES iness name of custodian of the custodian's office dian a related person of dian is a broker-dealer,	respond to questions (b) the complete questions (b) three cecord(s) Filed.  s," respond to questions (b) ou must complete questions  n:  ce responsible for custody of State:	through (g) below for each custodian the private bugh (g) separately for each custodian.  through g) below for each custodian the private (b) through (g) separately for each custodian.  the private fund's assets (city, state and count Country: Ireland	? e fund uses. If the priv  te fund uses. If the pri  ry):  Ye

## <u>Admini</u>

Yes No

26. (a) Does the *private fund* use an administrator other than your firm?

⊙ ⊙

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

		If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.	
		(b) Name of administrator:  INTERNATIONAL FUND SERVICES	
		(c) Location of administrator (city, state and country):  City: State: Country:	
		LUXEMBOURG Luxembourg	
		Yes No.  (d) Is the administrator a <i>related person</i> of your firm?  O •	
		(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  • Yes (provided to all investors) • Some (provided to some but not all investors) • No (provided to no investors)	
		(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."	
27.	your r 100% Include relevan	g your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not related person?  The only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any ant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including tions) was the valuation determined by such <i>person</i> .	
<u>Mar</u>	keters	i Yes	No
28.	(a) D	oes the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	•
	si	bu must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or milar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> ses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	
		No Information Filed	
A. PF	RIVATE	FUND	
<u>Info</u>	rmatio	n About the <i>Private Fund</i>	
1.	Al	ame of the <i>private fund</i> :  B ARYA PARTNERS (CAYMAN) FUND, LTD.	
	(i	rivate fund identification number: nclude the "805-" prefix also) D5-7545513419	
2.		the laws of what state or country is the <i>private fund</i> organized: tate:  Country: Cayman Islands	
3.	(a) Na	ame(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
		e of General Partner, Manager, Trustee, or Director	
	AB AF	RYA PARTNERS (LUXEMBOURG) MANAGEMENT, S.À R.L.	
	(b) If	filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
		No Information Filed	

Additional Administrator Information : 1 Record(s) Filed.

4.	The private fund (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes N	10
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0 (	⊙
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		_
		Yes N	lo
	(c) Is this a "feeder fund" in a master-feeder arrangement?	⊙ (	0
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	AB ARYA PARTNERS (LUXEMBOURG) FUND, SICAV-RAIF S.C.SP.		
	Private fund identification number:		
	(include the "805-" prefix also) 805-1904606750		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)	
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	each o	of
	No Information Filed		
8.	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	Yes N	Νo
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0 (	0
		Yes N	ما
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0 (	
10.	What type of fund is the private fund?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private	e fund:	
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 2,236,252		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 5,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).		

13. Approximate number of the *private fund's* beneficial owners:

14.	Wha	at is the approximate percentage of the <i>privat</i>	<i>e fund</i> beneficially owned by y	ou and your <i>related persons</i> :		
15.	(a) 0%	What is the approximate percentage of the $p$	rivate fund beneficially owned	(in the aggregate) by funds of funds:		
	(h)	If the private fund qualifies for the evaluation f	irom the definition of investme	nt company under section 3(c)(1) of the Investment	Yes	
		Company Act of 1940, are sales of the fund lin		in company under section 3(c)(1) or the investment	0	0
16.	Wha	at is the approximate percentage of the <i>privat</i>	<i>e fund</i> beneficially owned by n	on- <i>United States persons</i> :		
<u>You</u>	ur Ad	lvisory Services			V	
17.	(a)	Are you a subadviser to this <i>private fund</i> ?			Yes	No ©
	(b)	If the answer to question 17.(a) is "yes," prov question 17.(a) is "no," leave this question bl		mber, if any, of the adviser of the <i>private fund</i> . If the answ		
			No Information	on Filed		
					Yes	No
18.		Do any investment advisers (other than the infilter than the infil	vide the name and SEC file nu	ection 7.B.(1).A.3.(b)) advise the <i>private fund?</i> mber, if any, of the other advisers to the <i>private fund</i> . If the	<b>O</b> he answ	<b>⊙</b> er
			No Information	on Filed		
			_		Yes	No
19.		your <i>clients</i> solicited to invest in the <i>private fu</i> FE: For purposes of this question, do not conside		and	•	0
	1001	L. For purposes or this question, do not conside	er reeder runds of the private ru	iu.		
20.	App 1%	roximately what percentage of your <i>clients</i> ha	s invested in the <i>private fund?</i>			
<u>Pri</u>	<u>vate</u>	Offering			V	
21.	Has	the <i>private fund</i> ever relied on an exemption to	from registration of its securiti	es under Regulation D of the Securities Act of 1933?	Yes Ö	•
22.	If y	es, provide the <i>private fund's</i> Form D file numb		E9. 1		
			No Information	Filed		
B. S	ERVI	CE PROVIDERS				
Aud	ditors	<u>3</u>			Yes	. No
23.	(a)	(1) Are the <i>private fund's</i> financial statements	subject to an annual audit?		•	0
		(2) If the answer to question 23.(a)(1) is "yes	s," are the financial statement	s prepared in accordance with U.S. GAAP?	•	0
		If the answer to question 23.(a)(1) is "yes," reyou must complete questions (b) through (f)		gh (h) below. If the <i>private fund</i> uses more than one audit m.	ing firm	. ,
		Additional Auditor Information : 1 Record(	s) Filed.			
		If the answer to question 23.(a)(1) is "yes, firm, you must complete questions (b) throu		ough (h) below. If the <i>private fund</i> uses more than one au iting firm.	diting	
		(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS				
		(c) The location of the auditing firm's office	e responsible for the <i>private fu</i>	nd's audit (city, state and country):		
		City: NEW YORK	State: New York	Country: United States		
					Yes N	No
		(d) Is the auditing firm an independent publ	lic accountant?		© (	0

	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	⊙	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
		_	
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?		′es No ⊙ O
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	d opini	ons?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	rt is av	ailable.
Prime	<u>Broker</u>		
) 4 (o)	Describe militate fundures and an mana militare brackers?		es No
24. (a,	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses.		<b>⊙</b> ○ rivate
	fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	T the p	rivate
	Additional Prime Broker Information : 1 Record(s) Filed.		
	private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  (b) Name of the prime broker:  MORGAN STANLEY  (c) If the prime broker is registered with the SEC, its registration number:  8 - 168191  CRD Number (if any):  (d) Location of prime broker's office used principally by the private fund (city, state and country):  City: State: Country:		
	NEW YORK New York United States		
		Ye	s No
	(e) Does this prime broker act as custodian for some or all of the private fund's assets?	•	0
Custoc	<u>lian</u>		
DE ( )			'es No
25. (a <sub>,</sub>	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses.		<b>⊙</b> Cate fund
	uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.		
	Additional Custodian Information : 1 Record(s) Filed.		
	If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	the <i>pri</i> v	⁄ate
	(b) Legal name of custodian: INTERNATIONAL FUND SERVICES		
	(c) Primary business name of custodian:  IFS		
	(d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):		
	City: State: Country:		

		Yes	s No
	(e) Is the custodian a related person of your firm?	0	•
	(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):		
	- CDD Number (if any)		
	CRD Number (if any):		
	(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal e identifier (if any)	ntity	
<u>idminis</u>	<u>strator</u>	Υ	es No
6. (a)	Does the private fund use an administrator other than your firm?	(	⊙ 0
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator.	strator	, you
	Additional Administrator Information : 1 Record(s) Filed.		
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:		
	INTERNATIONAL FUND SERVICES		
	(c) Location of administrator (city, state and country):		
	City: State: Country:		
	LUXEMBOURG Luxembourg	Yes I	Nο
	(d) Is the administrator a related person of your firm?	_	•
	(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  • Yes (provided to all investors) • Some (provided to some but not all investors) • No (provided to no investors)		
	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fur investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	d's	
	ring your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, thur <i>related person</i> ? 0%	nat is r	not
rele	clude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (increased by such person).		3
<u>larkete</u>	<u>ers</u>	Υ	es N
8. (a)	Does the private fund use the services of someone other than you or your employees for marketing purposes?		0 0
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other soli similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>privates</i> fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.		
	No Information Filed		
	No Information Filed		_

A. PRIVATE FUND

	AB ARYA PARTNERS (DELAWARE) FUND, L.P.		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-3265800610		
0			
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:  Delaware United States		
	Bolawar o Grintou Grates		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	AB ARYA PARTNERS (DELAWARE) MANAGEMENT, LLC		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
_			
5.	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed		
,		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		.,	
		Yes	
	(c) Is this a "feeder fund" in a master-feeder arrangement?	⊙	О
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?		
	Name of private fund:		
	AB ARYA PARTNERS (LUXEMBOURG) FUND, SICAV-RAIF S.C.SP  Private fund identification number:		
	(include the "805-" prefix also)		
	805-1904606750		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 1	7.B.(	1)
	for the master-feeder arrangement or reporting on the funds separately.		
7	If you are filling a signal Cabadyla D. Castian 7 D.(1) for a greater field a special constitution to the instruction to the Castian 7 D.(1) for		6
1.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	eaci	1 01
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all	of th	eir
	assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is	issue	d
	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?		•
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	^	_
	(a) 1. 300, about the private rand invost in rainas managed by you or by a related person:	0	O
		Yes	NIA
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment		O
	Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	U	٠

1. (a) Name of the *private fund*:

10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private equity	ate fun	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 526,639,670		
<u>Ow</u>	<u>nership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 250,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in thorganizational documents of the fund).	ne	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 615		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 7%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 2%		
Υοι	ur Advisory Services	V	<b>N</b> I -
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	
.,.	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	er to	•
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	e answe	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?  NOTE: For purposes of this question, do not consider feeder funds of the private fund.	•	0
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  3%		
Priv	vate Offering		
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	No O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-274806		

Auditors

			ements prepared in accordance with U.S. GAAP?	
		is "yes," respond to questions (b) rough (f) separately for each audit	through (h) below. If the <i>private fund</i> uses more thating firm.	an one auditing fi
Addi	itional Auditor Information : 1	Record(s) Filed.		
	•	l) is "yes," respond to questions (ls (b) through (f) separately for each	b) through (h) below. If the <i>private fund</i> uses more the auditing firm.	than one auditing
(b)	Name of the auditing firm: PRICEWATERHOUSECOOPERS			
(c)	The location of the auditing fir	rm's office responsible for the <i>priva</i>	ate fund's audit (city, state and country):	
	City:	State:	Country:	
	NEW YORK	New York	United States	Yes
(d)	Is the auditing firm an indepen	ndent public accountant?		•
(e)	Is the auditing firm registered	I with the Public Company Account	ing Oversight Board?	•
	If yes, Public Company Account	nting Oversight Board-Assigned Nu	ımber:	
(f)	If "yes" to (e) above, is the accordance with its rules?	uditing firm subject to regular insp	ection by the Public Company Accounting Oversight	Board in   •
Aro t	ho private fund's audited financ	ial statements for the most recent	ly completed fiscal year distributed to the private fu	
	he <i>private fund's</i> audited financ stors?	ial statements for the most recent	ly completed fiscal year distributed to the <i>private fu</i>	ynd's
inves	stors?		ly completed fiscal year distributed to the <i>private fu</i> since your last <i>annual updating amendment</i> contain	ınd's
inves Do al	stors?	e auditing firm for the <i>private fund</i>		ınd's
inves Do al <b>©</b> γ <sub>ε</sub>	stors? Il of the reports prepared by the es C No C Report Not Yet Rec	e auditing firm for the <i>private fund</i> ceived		<i>ind's</i> unqualified opini
inves Do al <b>©</b> γ <sub>ε</sub>	stors?  Il of the reports prepared by the es O No O Report Not Yet Recurred to the check "Report Not Yet Received"	e auditing firm for the <i>private fund</i> ceived	since your last <i>annual updating amendment</i> contain	unqualified opini en the report is ava
Do al  Ye  If you	stors?  Il of the reports prepared by the es O No O Report Not Yet Recurrence "Report Not Yet Received"	e auditing firm for the <i>private fund</i> ceived d," you must promptly file an amend	since your last <i>annual updating amendment</i> contain	<i>und's</i> unqualified opini
Do al  Ye  If you  Broker  Does  If the	stors?  If of the reports prepared by the res O No O Report Not Yet Received to the check "Report Not Yet Received to the private fund use one or more answer to question 24.(a) is '	e auditing firm for the <i>private fund</i> ceived d," you must promptly file an amend one prime brokers?  'yes," respond to questions (b) the	since your last <i>annual updating amendment</i> contain	unqualified opini en the report is ava
Do al  Ye  If you  Broker  Does  If the fund	stors?  If of the reports prepared by the res O No O Report Not Yet Received to the check "Report Not Yet Received to the private fund use one or more answer to question 24.(a) is '	e auditing firm for the <i>private fund</i> ceived  d," you must promptly file an amend  ore prime brokers?  'yes," respond to questions (b) the cer, you must complete questions	since your last annual updating amendment contain diment to your Form ADV to update your response whe cough (e) below for each prime broker the private full	unqualified opini en the report is av
Do al  Ye  If you  Broker  Does  If the fund  Addi	If of the reports prepared by the es C No C Report Not Yet Received to check "Report Not Yet Received to the private fund use one or more answer to question 24.(a) is uses more than one prime broke itional Prime Broker Information che answer to question 24.(a) is the answer to question 24.(a) in	e auditing firm for the private fund ceived d," you must promptly file an amend one prime brokers?  'yes," respond to questions (b) the ker, you must complete questions  sion: 1 Record(s) Filed.	since your last annual updating amendment contain diment to your Form ADV to update your response whe cough (e) below for each prime broker the private full	unqualified opinion the report is available.  Yournd uses. If the particular opinion is a value of the particular opinion is a value opinion in value o
Do al  Ye  If you  Broker  Does  If the fund  Addi  If t  priv	If of the reports prepared by the es C No C Report Not Yet Received to check "Report Not Yet Received to the private fund use one or more answer to question 24.(a) is uses more than one prime broke itional Prime Broker Information che answer to question 24.(a) is the answer to question 24.(a) in	e auditing firm for the private fund ceived d," you must promptly file an amend one prime brokers?  'yes," respond to questions (b) the ker, you must complete questions  sion: 1 Record(s) Filed.	since your last annual updating amendment contain  Imment to your Form ADV to update your response whe  rough (e) below for each prime broker the private ful  (b) through (e) separately for each prime broker.	unqualified opinion the report is available.  Yournd uses. If the property of
Do al  Froker  Does  If the fund  Addi  If t  priv  (b)	Il of the reports prepared by the es O No O Report Not Yet Received a check "Report Not Yet Received to the private fund use one or more answer to question 24.(a) is uses more than one prime broke the answer to question 24.(a) is the answer to question 24.(a) is the answer to question 24.(a) is vate fund uses more than one prime broker:  Name of the prime broker:  MORGAN STANLEY	e auditing firm for the private fund ceived d," you must promptly file an amend one prime brokers?  'yes," respond to questions (b) the ker, you must complete questions  sion: 1 Record(s) Filed.	since your last annual updating amendment contain diment to your Form ADV to update your response where the private further than the private furth	unqualified opinion the report is available.  Yournd uses. If the property of
Do all  Ye  If you  Broker  Does  If the fund  Addi  If t  priv  (b)	Il of the reports prepared by the es O No O Report Not Yet Received a check "Report Not Yet Received a check "A check	e auditing firm for the private fund ceived d," you must promptly file an amend one prime brokers?  Tyes," respond to questions (b) the ker, you must complete questions  Sion: 1 Record(s) Filed.  Signature broker, you must complete of the private	since your last annual updating amendment contain  Imment to your Form ADV to update your response whe  rough (e) below for each prime broker the private ful (b) through (e) separately for each prime broker.  Ithrough (e) below for each prime broker the private uestions (b) through (e) separately for each prime land through (e) separately for each prime land through (e) through (e) separately for each prime land through (e) separately for each prime land through (e) through (e) separately for each prime land through (e) separately for	unqualified opinion the report is available.  Yound uses. If the plant of the plant uses. If the
Do all  Ye  If you  Broker  Does  If the fund  Addi  If t  priv  (b)	If of the reports prepared by the es O No O Report Not Yet Received at check "Report Not Yet Received at the private fund use one or more answer to question 24.(a) is uses more than one prime broke the answer to question 24.(a) is the answer to question 24.(b) is the prime broker than one prime broker:  Name of the prime broker:  MORGAN STANLEY  If the prime broker is register 8 - 168191  CRD Number (if any):	e auditing firm for the private fund ceived d," you must promptly file an amend one prime brokers?  Tyes," respond to questions (b) the cer, you must complete questions  Tion: 1 Record(s) Filed.  The sign of the private fund o	since your last annual updating amendment contain diment to your Form ADV to update your response wherever the your form and the private for each prime broker the private for the private for each prime broker.  Ithrough (e) below for each prime broker the private questions (b) through (e) separately for each prime broker the private questions (b) through (e) separately for each prime broker the private questions (b) through (e) separately for each prime broker the private questions (b) through (e) separately for each prime broker the private questions (b) through (e) separately for each prime broker the private questions (b) through (e) separately for each prime broker the private for each private for each prime broker the private for each priv	unqualified opinion the report is available.  Yound uses. If the plant of the plant uses. If the
Do all  Ye  If you  Broker  Does  If the fund  Addi  If t  priv  (b)	If of the reports prepared by the es O No O Report Not Yet Received a check "Report Not Yet Received a check "A check	e auditing firm for the private fund ceived d," you must promptly file an amend one prime brokers?  Tyes," respond to questions (b) the cer, you must complete questions  Fion: 1 Record(s) Filed.  Some broker, you must complete questions (b) the private of the certain th	since your last annual updating amendment contain  diment to your Form ADV to update your response whe  rough (e) below for each prime broker the private fur (b) through (e) separately for each prime broker.  through (e) below for each prime broker the private uestions (b) through (e) separately for each prime lawstions (e) separately for each prime lawsti	unqualified opinion the report is available.  Yound uses. If the plant of the plant uses. If the

Yes No

Additional Custodian Inform	ation: 1 Record(s) Filed.		
		(b) through g) below for each custodian the <i>privations</i> (b) through (g) separately for each custodian.	<i>te fund</i> uses. If the <i>pi</i>
(b) Legal name of custodian			
(c) Primary business name	of custodian:		
(d) The location of the cust	odian's office responsible for custoa	y of the <i>private fund's</i> assets (city, state and count	ry):
City:	State:	Country:	
DUBLIN		Ireland	
			Υ
(e) Is the custodian a relate	ed person of your firm?		c
(f) If the custodian is a bro	ker-dealer, provide its SEC registrat	ion number (if any):	
CRD Number (if any):			
(g) If the custodian is not a identifier (if any)	broker-dealer, or is a broker-deale	r but does not have an SEC registration number, p	provide its <i>legal entit</i> y
identifier (if any)  trator		r but does not have an SEC registration number, p	provide its <i>legal entit</i> y
identifier (if any)  trator  Does the private fund use an a	dministrator other than your firm?		
identifier (if any)  trator  Does the private fund use an a	dministrator other than your firm?	) through (f) below. If the <i>private fund</i> uses more t	
identifier (if any)  trator  Does the private fund use an align of the answer to question 26.0 must complete questions (b) to	dministrator other than your firm? a) is "yes," respond to questions (b	) through (f) below. If the <i>private fund</i> uses more t	
identifier (if any)  trator  Does the private fund use an a lift the answer to question 26. (must complete questions (b) the complete fund and additional Administrator Interpretation 26. (If the answer to question 26.)	dministrator other than your firm?  a) is "yes," respond to questions (because it is a second for each admeter is a second it	) through (f) below. If the <i>private fund</i> uses more thistrator.  (b) through (f) below. If the <i>private fund</i> uses more	than one administrat
identifier (if any)  trator  Does the private fund use an a lift the answer to question 26. (must complete questions (b) the complete fund and additional Administrator Interpretation 26. (If the answer to question 26.)	idministrator other than your firm?  a) is "yes," respond to questions (bit hrough (f) separately for each admition: 1 Record(s) Filed.  b. (a) is "yes," respond to questions applete questions (b) through (f) separately	) through (f) below. If the <i>private fund</i> uses more thistrator.  (b) through (f) below. If the <i>private fund</i> uses more	than one administrat
identifier (if any)  itrator  Does the private fund use an a lift the answer to question 26. (must complete questions (b) the complete questions administrator Information Inf	dministrator other than your firm?  a) is "yes," respond to questions (bit hrough (f) separately for each admition: 1 Record(s) Filed.  b. (a) is "yes," respond to questions applete questions (b) through (f) separately for each admition (c) for each admition	) through (f) below. If the <i>private fund</i> uses more thistrator.  (b) through (f) below. If the <i>private fund</i> uses more	than one administrat
identifier (if any)  trator  Does the private fund use an a lift the answer to question 26.0 must complete questions (b) the complete questions (b) the complete administrator Interval (b) Name of administrator:  INTERNATIONAL FUND Solution of administrator City:	dministrator other than your firm?  a) is "yes," respond to questions (bit hrough (f) separately for each admition: 1 Record(s) Filed.  b. (a) is "yes," respond to questions applete questions (b) through (f) separately for each admition (c) for each admition	) through (f) below. If the <i>private fund</i> uses more inistrator.  (b) through (f) below. If the <i>private fund</i> uses more arately for each administrator.  Country:	than one administrat
identifier (if any)  identifier (if any)  identifier (if any)  identifier (if any)  If the private fund use an a second s	dministrator other than your firm?  a) is "yes," respond to questions (be hrough (f) separately for each administration: 1 Record(s) Filed.  b. (a) is "yes," respond to questions applete questions (b) through (f) separately for each administration.	) through (f) below. If the <i>private fund</i> uses more inistrator.  (b) through (f) below. If the <i>private fund</i> uses more arately for each administrator.	than one administrat
identifier (if any)  trator  Does the private fund use an a lift the answer to question 26.0 must complete questions (b) the complete questions (b) the complete administrator Interval (b) Name of administrator:  INTERNATIONAL FUND Solution of administrator City:	dministrator other than your firm?  a) is "yes," respond to questions (be hrough (f) separately for each adm formation: 1 Record(s) Filed.  b. (a) is "yes," respond to questions applete questions (b) through (f) separately for each adm formation: 1 Record(s) Filed.  ERVICES  r (city, state and country):  State:	) through (f) below. If the <i>private fund</i> uses more inistrator.  (b) through (f) below. If the <i>private fund</i> uses more arately for each administrator.  Country:	than one administrat

Custodian

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

Yes I  Visor or other solicitor, or marketer the private fund each marketer.
C Ivisor or other solicitor, or marketer the <i>private fund</i>
C Ivisor or other solicitor, or marketer the <i>private fund</i>
lvisor or other solicitor, or marketer the <i>private fund</i>
private fund.
ompany Act of 1940
ompany Act of 1940
red.
Yes N
<b>©</b> (
fund?
Yes N
0 (
)

Private fund identification number: (include the "805-" prefix also)

		E: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 the master-feeder arrangement or reporting on the funds separately.	'.B.('	∣)
7.	-	ou are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for feeder funds answer the following questions:	each	of
		No Information Filed		
	asse	E: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all ets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is tiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	ssue	d
0	(2)		Yes	
8.		Is this <i>private fund</i> a "fund of funds"?  E: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment	0	⊙
		icles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b)	If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
			Yes	No
9.		ing your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment apany Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	Wha	at type of fund is the <i>private fund</i> ?		
	<b>⊙</b> 1	nedge fund $^{f C}$ liquidity fund $^{f C}$ private equity fund $^{f C}$ real estate fund $^{f C}$ securitized asset fund $^{f C}$ venture capital fund $^{f C}$ Other <i>private</i>	e fun	d:
	NOT	E: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.		rent gross asset value of the <i>private fund</i> : 05,815,912		
<u>Ow</u>	<u>ners</u>	<u>hip</u>		
12.		mum investment commitment required of an investor in the <i>private fund</i> :		
	NOT	000,000 E: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the anizational documents of the fund).		
13.	App 11	roximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) 0%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
		If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u>Yo</u>	ur Ad	visory Services		
17	(6)		Yes	
1 / .	(b)	Are you a subadviser to this <i>private fund</i> ?  If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.		•
		No Information Filed		

10.	(a) Bo any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.S.(b)) advise the private runu:  (b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private function.	d. If the ar	เต ารพะ	<b>⊙</b> er
	to question 18.(a) is "no," leave this question blank.			
	No Information Filed			
10	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?		es.	_
19.	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	1	⊙	0
	NOTE. FOI pulposes of this question, do not consider feeder funds of the private fund.			
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 1%			
<u>Priv</u>	ate Offering		_	
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	_	∕es ⊙	No
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):			
	Form D file number			
	021-274805			
3. SE	RVICE PROVIDERS			
Aud	itors Control of the	١	<b>Yes</b>	No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		$\odot$	$\circ$
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?		•	$\circ$
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one you must complete questions (b) through (f) separately for each auditing firm.	auditing f	irm,	:
	Additional Auditor Information : 1 Record(s) Filed.			
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than of firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS	ne auditin	g	
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):			
	City: State: Country:			
	NEW YORK New York United States			
		Ye	s N	lo
	(d) Is the auditing firm an independent public accountant?	•	(	5
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	(	5
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238			
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board accordance with its rules?	in o	(	5
	(g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's			No
	investors?		⊙	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqua-	lified opini	ions	?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the	eport is av	'ailal	ole.
<u>Prir</u>	n <u>e Broker</u>	١	<b>Yes</b>	No

24. (a) Does the *private fund* use one or more prime brokers?

Additional Prime Broker Info	rmation : 1 Record(s) Filed.		
·	•	through (e) below for each prime broker the <i>pr</i> questions (b) through (e) separately for each pr	
(b) Name of the prime broker MORGAN STANLEY	r:		
(c) If the prime broker is reg 8 - 168191 CRD Number (if any):	gistered with the SEC, its registration r	umber:	
CND Number (ii arry).			
•	s office used principally by the <i>private</i>		
City: NEW YORK	State: New York	Country: United States	
			Y
(e) Does this prime broker ac	ct as custodian for some or all of the p	rivate fund's assets?	(
the answer to question 25.(a ses more than one custodian,	a) is "yes," respond to questions (b) the you must complete questions (b) thro	s listed above) to hold some or all of its assets rough (g) below for each custodian the <i>private</i> rugh (g) separately for each custodian.	
f the answer to question 25.(a sees more than one custodian, Additional Custodian Informa If the answer to question 25.	a) is "yes," respond to questions (b) the you must complete questions (b) throughton: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) todian, you must complete questions	rough (g) below for each custodian the <i>private</i>	fund uses. If the pri
f the answer to question 25. (a sees more than one custodian, Additional Custodian Informal If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:	a) is "yes," respond to questions (b) the you must complete questions (b) throughton: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) todian, you must complete questions (complete questions (complete)	rough (g) below for each custodian the <i>private</i> rugh (g) separately for each custodian.  through g) below for each custodian the <i>private</i>	fund uses. If the pri
f the answer to question 25. (a ses more than one custodian,  Additional Custodian Informa  If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:  INTERNATIONAL FUND SE  (c) Primary business name of IFS  (d) The location of the custodianse c	a) is "yes," respond to questions (b) the you must complete questions (b) throughton: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) todian, you must complete questions (c) todian, you must complete questions (c) todian; you must complete questions (d) through the your must complete questions (d) t	rough (g) below for each custodian the <i>private</i> rugh (g) separately for each custodian.  through g) below for each custodian the <i>private</i> (b) through (g) separately for each custodian.  the <i>private fund's</i> assets (city, state and country)	fund uses. If the pri
f the answer to question 25. (a ses more than one custodian, Additional Custodian Informal If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:  INTERNATIONAL FUND SE  (c) Primary business name of IFS	a) is "yes," respond to questions (b) the you must complete questions (b) throughton: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) todian, you must complete questions (c) todian, you must complete questions (c) todian.	rough (g) below for each custodian the <i>private</i> rugh (g) separately for each custodian.  through g) below for each custodian the <i>privat</i> (b) through (g) separately for each custodian.	fund uses. If the pri
f the answer to question 25. (a ses more than one custodian, Additional Custodian Informal If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:  INTERNATIONAL FUND SE  (c) Primary business name of IFS  (d) The location of the custodian:  City:  DUBLIN	a) is "yes," respond to questions (b) the you must complete questions (b) throughton: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) todian, you must complete questions (c) todian, you must complete questions (c) todian;  ERVICES  of custodian:  dian's office responsible for custody of State:	rough (g) below for each custodian the <i>private</i> rugh (g) separately for each custodian.  through g) below for each custodian the <i>private</i> (b) through (g) separately for each custodian.  the <i>private fund's</i> assets (city, state and country Country:	fund uses. If the pri
f the answer to question 25. (auses more than one custodian,  Additional Custodian Informate  If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:  INTERNATIONAL FUND SE  (c) Primary business name of IFS  (d) The location of the custodian:  City:	a) is "yes," respond to questions (b) the you must complete questions (b) throughton: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) todian, you must complete questions (c) todian, you must complete questions (c) todian;  ERVICES  of custodian:  dian's office responsible for custody of State:	rough (g) below for each custodian the <i>private</i> rugh (g) separately for each custodian.  through g) below for each custodian the <i>private</i> (b) through (g) separately for each custodian.  the <i>private fund's</i> assets (city, state and country Country:	fund uses. If the price fund uses. If the price fund uses. If the price fund uses.
f the answer to question 25. (a sees more than one custodian,  Additional Custodian Informa  If the answer to question 25. fund uses more than one custodian: INTERNATIONAL FUND SE  (c) Primary business name of IFS  (d) The location of the custodian: City: DUBLIN  (e) Is the custodian a related	a) is "yes," respond to questions (b) the you must complete questions (b) throughton: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) todian, you must complete questions (c) todian, you must complete questions (c) todian;  ERVICES  of custodian:  dian's office responsible for custody of State:	rough (g) below for each custodian the private rugh (g) separately for each custodian.  through g) below for each custodian the private (b) through (g) separately for each custodian.  the private fund's assets (city, state and countre Country: Ireland	fund uses. If the price fund uses.
f the answer to question 25. (a) Ises more than one custodian,  Additional Custodian Information Infor	a) is "yes," respond to questions (b) the you must complete questions (b) throughton: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) todian, you must complete questions (c) todian, you must complete questions (c) todian;  ERVICES  of custodian:  dian's office responsible for custody of State:	rough (g) below for each custodian the private rugh (g) separately for each custodian.  through g) below for each custodian the private (b) through (g) separately for each custodian.  the private fund's assets (city, state and countre Country: Ireland	fund uses. If the price fund uses.

Yes No

26. (a) Does the *private fund* use an administrator other than your firm?

⊙ ⊙

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

	(b) Name of administrator:			
	INTERNATIONAL FUND SERVICES	5		
	(c) Location of administrator (city,	-		
	City: LUXEMBOURG	State:	Country: Luxembourg	
	(d) Is the administrator a related pe	erson of your firm?		Yes No ○ ⊙
			ments to the <i>private fund's</i> investors? not all investors) $oldsymbol{\mathbb{C}}$ No (provided to no inv	vestors)
			ne investor account statements to the (rest st of the) <i>private fund's</i> investors, respond	• •
y 1 Ir	our <i>related person</i> ? 00%	person carried out the valuation pr	y value) was valued by a <i>person</i> , such as a rocedure established for that asset, if any, intions, rodemptions or distributions, and for the stable of the s	including obtaining any
	llocations) was the valuation determined	• •	iptions, reaemptions of distributions, and i	
arke	eters  a) Does the <i>private fund</i> use the services You must answer "yes" whether the particular person. If the answer to question	by such <i>person</i> .  of someone other than you or you person acts as a placement agent, on 28.(a) is "yes," respond to que		Yes Note of the No
arke	eters  a) Does the <i>private fund</i> use the services You must answer "yes" whether the particular person. If the answer to question	by such <i>person</i> .  of someone other than you or you person acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must comple	our <i>employees</i> for marketing purposes? consultant, finder, introducer, municipal a estions (b) through (g) below for each such	Yes No C G dvisor or other solicitor, or n marketer the <i>private fund</i>
3. (á	eters  a) Does the <i>private fund</i> use the services You must answer "yes" whether the particular person. If the answer to question	by such <i>person</i> .  of someone other than you or you person acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must comple	our <i>employees</i> for marketing purposes? consultant, finder, introducer, municipal a estions (b) through (g) below for each such ete questions (b) through (g) separately fo	Yes No C G dvisor or other solicitor, or n marketer the <i>private fund</i>
arke	eters  a) Does the <i>private fund</i> use the services You must answer "yes" whether the psimilar person. If the answer to question uses. If the private fund uses more that	by such <i>person</i> .  of someone other than you or you person acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must comple	our <i>employees</i> for marketing purposes? consultant, finder, introducer, municipal a estions (b) through (g) below for each such ete questions (b) through (g) separately fo	Yes No C G dvisor or other solicitor, or n marketer the <i>private fund</i>
PRIN	Eters  a) Does the <i>private fund</i> use the services You must answer "yes" whether the painting similar person. If the answer to question uses. If the private fund uses more that	by such <i>person</i> .  of someone other than you or you person acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must comple	consultant, finder, introducer, municipal a estions (b) through (g) below for each such ete questions (b) through (g) separately fo	Yes No C G dvisor or other solicitor, or n marketer the <i>private fund</i>
PRIN	ATE FUND  Manual Fund (a) Name of the private fund:  Name of the private fund:  As the valuation determined valuation determined valuation determined use the services of the private fund use the services of the private fund uses more that the private fund is the private fund:	by such <i>person</i> .  of someone other than you or you person acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must comple	consultant, finder, introducer, municipal a estions (b) through (g) below for each such ete questions (b) through (g) separately fo	Yes No C G dvisor or other solicitor, or n marketer the <i>private fund</i>
PRIN	Illocations) was the valuation determined beters  a) Does the private fund use the services You must answer "yes" whether the private fund uses more that uses. If the private fund uses more that uses are used.	by such <i>person</i> .  of someone other than you or you person acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must complete No Information N	consultant, finder, introducer, municipal a estions (b) through (g) below for each such ete questions (b) through (g) separately formation Filed	Yes No C G dvisor or other solicitor, or n marketer the <i>private fund</i>
PRIN	ATE FUND  ANAMERCIAL REAL ESTATE DEBT FOR Private fund identification number:  (include the "805-" prefix also)  805-3378379913	by such <i>person</i> .  of someone other than you or you person acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must complete No Information N	consultant, finder, introducer, municipal a estions (b) through (g) below for each such ete questions (b) through (g) separately formation Filed	Yes No C G dvisor or other solicitor, or n marketer the <i>private fund</i>
arke 3. (a PRIV	Does the private fund use the services You must answer "yes" whether the psimilar person. If the answer to question uses. If the private fund uses more that  WATE FUND  Thation About the Private Fund:  AB COMMERCIAL REAL ESTATE DEBT FIND  Discovery prefix also) 805-3378379913	by such person.  of someone other than you or you person acts as a placement agent, on 28.(a) is "yes," respond to que an one marketer you must complete the No Information of the private fund organized:  Country: Luxembourg	consultant, finder, introducer, municipal a estions (b) through (g) below for each such ete questions (b) through (g) separately formation Filed	Yes No C G dvisor or other solicitor, or n marketer the <i>private fund</i>

No Information Filed

Additional Administrator Information : 1 Record(s) Filed.

	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	$\odot$	0
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	AB COMMERCIAL REAL ESTATE DEBT FUND IV, SICAV-SIF S.C.SP.		
	Private fund identification number:		
	(include the "805-" prefix also)		
	805-6842729252		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 for the master-feeder arrangement or reporting on the funds separately.	¹.B.(´	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	each	n of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		d
3.	(a) Is this private fund a "fund of funds"?	0	•
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	e fun	ıd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 130,257,652		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 0  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).		

4. The *private fund* (check all that apply; you must check at least one):

13. Approximate number of the *private fund's* beneficial owners:

5

14.	wna 0%	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) '	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
		If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	es O	No.
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u> Υοι</u>	ır Ad	visory Services		
17	(a)	Y Are you a subadviser to this <i>private fund</i> ?	es	_
17.	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," leave this question blank.	U	•
		No Information Filed		
18.	(a)	Do any investment advisors (ather then the investment advisors listed in Costian 7.D. (1) A.2 (b)) advise the universe fund	es	No •
	(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the anto question 18.(a) is "no," leave this question blank.	_	_
		No Information Filed		
10	Δre	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	es	_
17.		E: For purposes of this question, do not consider feeder funds of the private fund.	0	•
20	Annı	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
20.	1%	Oximately what percentage or your <i>chems</i> has invested in the private rand:		
Priv	vate (	Offering		
		Υ	es	No
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0
22.	If y∈	es, provide the <i>private fund's</i> Form D file number (if any):		
		m D file number		
		I-383502 CE PROVIDERS		
Auc	<u>ditors</u>		'es	No
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	•	С
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙	С
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing fi you must complete questions (b) through (f) separately for each auditing firm.	rm,	
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.	9	
		(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
		City: State: Country:		
		LUXEMBOURG Luxembourg  Yes	s N	lo

	Is the auditing firm an independent public accountant?	⊙	C
(e)	Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	C
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
(f)	If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	(
		Y	es
Are th	ne private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's tors?		•
	of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	opinio	ons
<b>⊙</b> Y∈	s O No O Report Not Yet Received		
If you	check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is ava	aila
<u>Broker</u>		V	es
Does	the <i>private fund</i> use one or more prime brokers?		о. Э
	answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pr</i>	iva
	No Information Filed		
<u>lian</u>			
	the private funduse any sustedians (including the prime brokers listed above) to hold some or all of its assets?		
) Does	the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  answer to question 25.(a) is "yes." respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the	(	•
Does If the	the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.	(	_
Does  If the uses	answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the	(	•
Does  If the uses	answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.	(	•
Does If the uses Addi	answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.	( priva	• te
Does If the uses  Addi  If tl	answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the more than one custodian is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the more than one custodian is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the more than one custodian is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the more than one custodian is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the more than one custodian is "yes," respond to questions (b) through g) below for each custodian the private fund uses.	( priva	• te
Does If the uses  Addi  If the fund (b)	answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the duses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:	( priva	• te
Addi  If the uses    Addi  (b)	answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the druses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  Primary business name of custodian:	( priva	<b>⊙</b> te
Addi  If the uses    Addi  (b)	answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  The answer to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the duses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  Primary business name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):  City:  State:  Country:	( priva	<b>⊙</b> te
Addi  If the uses    Addi  (b)	answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the duses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  Primary business name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):	( priva	<b>•</b> te
Addi  If the uses    Addi  (b)  (c)	answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  The answer to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the duses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  Primary business name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):  City:  State:  Country:	priva:	• te
Does If the uses  Addi  If tl fund (b)  (c) (d)	answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  the answer to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the duses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian: STATE STREET BANK LUXEMBOURG S.A.  Primary business name of custodian: STATE STREET BANK LUXEMBOURG S.A.  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country): City: State: Country: Luxembourg	e priva	• te
Does If the uses  Addi  If tl fund (b)  (c) (d)	answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  The answer to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the duses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian: STATE STREET BANK LUXEMBOURG S.A.  Primary business name of custodian: STATE STREET BANK LUXEMBOURG S.A.  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country): City: State: Country: LUXEMBOURG  Is the custodian a <i>related person</i> of your firm?	e priva	• aat
Does If the uses  Addi  If the fund (b) (c) (d) (f)	answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Itional Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the discussion was more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian: STATE STREET BANK LUXEMBOURG S.A.  Primary business name of custodian: STATE STREET BANK LUXEMBOURG S.A.  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country): City: State: Country: LUXEMBOURG Luxembourg  If the custodian a <i>related person</i> of your firm?  If the custodian is a broker-dealer, provide its SEC registration number (if any):	e priva	<b>•</b> te

(d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (g) Yes (provided to all investors) (g) Some (provided to some but not all investors) (https://documents.com/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/documents/docu		must complete questions (b) through (f) separately for each administrator.	
definitional content of administrator (city, state and country):  (b) Name of administrator:  (c) Location of administrator (city, state and country):  (city:  (d) Location of administrator (city, state and country):  (d) Is the administrator of city, state and country:  (d) Is the administrator of colored person of your firm?  (e) Does the administrator of colored person of your firm?  (e) Does the administrator prepare and send investor account statements to the private knots investors?  (d) Is the administrator prepare and send investor account statements to the private knots investors?  (e) Does the administrator prepare and send investor account statements to the private knots investors?  (e) Does the administrator prepare and send investor account statements to the frest of the private knots investors?  (f) If the answer to question 26.(e) is "no" or "some " who sends the investor account statements to the (rest of the) private knots investors, respond "not applicable."  27. During your last itself year, what percentage of the private funds assets (by value) was valued by a person, such as an administrator, that is your readmy proceed?  28. (b) Does the private knot used to purpose of investor subscriptions, redemptions or distributions, and fee calculations (include and private knots) and (i) the valuation determined by such person.  29. Advantage fund use the services of someone other than you or your employees for marketing purposes?  Your must ancient ryset "whether the person eafs as a placement agent, consultant, trader, introducin, mustical advisor or other solicitor shall account if the service to apposit on 28 (a) is "you" respond to accolinate, trader, introducin, mustical advisor or other solicitor when the private fund uses more than only marketing you must complete questions (b) through (b) better for conductor marketing purposes?  You must ancient ryset when the private fund.  All colored to the laws of what state or country is the private fund organized.  (c) Does the private fund.  (a) Nam		Additional Administrator Information : 1 Record(s) Filed.	
STATE STREET BANK LUXEMBOURG S.A.  (c) Location of administrator (city, state and country):     City. State: Country:     LUXEMBOURG			ore than one
City: State: Country: Luximbourg Ves (d) Is the administrator a celeted person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (e) Poses (provided to all Investors) C Some (provided to some but not all investors) C No (provided to no investors)  (f) It the answer to question 26 (e) is "no" or "some," who sonds the investor account statements to the (rost of the) private fund's investors? If investors? If investor account statements are not sont to the (nost of the) private fund's investors, respond "not applicable."  7. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is your related person?  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100			
LUXEMBOURG  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private rund's investors?  (g) Yes (provided to all investors) Some (provided to some but not all investors) Mo (provided to no investors)  (f) If the answer to question 26 (c) is "not" or "some," who sends the investor account statements to the (rest of the) private fund's investors. The private fund's investors, respond "not applicable."  7. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is your related person?  8. Include only those assets where (f) such person carried out the valuation procedure established for that asset, if any, including obtaining ame relevant quotes, and (fi) the valuation determined by such person.  8. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  9. You must answer "yes" whether the person acts as a placement agent, consultant, rinder, introducer, municipal advisor or other solicitor similar person. If the unswer is question 28.(u) is "yes," respond to questions (b) through (g) below for each such marketer the private fund.  8. (a) Does the private fund use more than one marketer you must complete questions (b) through (g) separately for each marketer.  8. (b) Information Filed  PRIVALE LUND  1. Information Filed  1. Private fund identification number: (include the "805" perfix also) 803-9680437027  1. Under the lews of what state or country is the private fund organized: State:  1. Country:			
(d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (g) Yes (provided to all investors)  Some (provided to some but not all investors)  Some (provided to all investors).  (g) If the answer to question 26 (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  7. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is your clated person?  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  1			
(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  (e) Yes (provided to all investors) (e) Some (provided to some but not all investors) (e) No (provided to no investors)  (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investors account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."  During your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is your related <i>person!</i> 100%  Include only those assets where (f) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining am relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such <i>person.</i> 4. (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer uses. If the <i>private fund</i> As Community fund.  As Community fund.  As Community fund.  As Community fund.  As Community fund dentification number: (include the "805-" profix also)  805-9685437027  Under the laws of what state or country is the <i>private fund</i> organized:  State:  Country:			Yes No
(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is your related person?  100%  Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar person. If the answer to question 28 (a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  PRIVATE FUND  Ormation About the Private Fund  (a) Name of the private fund:  AB COMMERCIAL REAL ESTATE DEBT FUND III, SICAV-SIF S.C.SP.  (b) Private fund (bentification number: (include the "805-" prefix also)  805-9685437027  Under the laws of what state or country is the private fund organized:  State: Country:		(d) Is the administrator a <i>related person</i> of your firm?	○ ●
investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is your related person?  100%  Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining an relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includi allocations) was the valuation determined by such person.  arketers  3. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar person. If the answer to question 28. (a) is "yes," respond to questions (b) through (g) below for each such marketer the private fuses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  PRIVATE FUND  formation About the Private Fund:  AB COMMERCIAL REAL ESTATE DEBT FUND III, SICAV-SIF'S C.SP.  (b) Private fund identification number: (include the "805-" prefix also)  805-968437027  Under the laws of what state or country is the private fund organized:  State:  Country:			estors)
your related person?  100%  Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining am relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  arketers  3. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fuses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  PRIVATE FUND  formation About the Private fund:  AB COMMERCIAL REAL ESTATE DEBT FUND III, SICAV-SIF S.C.SP.  (b) Private fund identification number: (include the "905-" prefix also)  805-9685437027  Under the laws of what state or country is the private fund organized:  State: Country:			· •
(a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar <i>person</i> . If the answer to question 28. (a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  PRIVATE FUND  Tormation About the <i>Private Fund</i> (a) Name of the <i>private fund</i> :  AB COMMERCIAL REAL ESTATE DEBT FUND III, SICAV-SIF S.C.SP.  (b) <i>Private fund</i> identification number: (include the "805-" prefix also)  805-9685437027  Under the laws of what state or country is the <i>private fund</i> organized: State: Country:	re	relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fe	
similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fuses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  PRIVATE FUND  Tormation About the Private Fund  (a) Name of the private fund:  AB COMMERCIAL REAL ESTATE DEBT FUND III, SICAV-SIF S.C.SP.  (b) Private fund identification number:  (include the "805-" prefix also)  805-9685437027  Under the laws of what state or country is the private fund organized:  State:  Country:	re al	relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and feallocations) was the valuation determined by such <i>person</i> .	ee calculations (including
PRIVATE FUND  (a) Name of the <i>private Fund</i> :  AB COMMERCIAL REAL ESTATE DEBT FUND III, SICAV-SIF S.C.SP.  (b) <i>Private fund</i> identification number:     (include the "805-" prefix also)     805-9685437027  Under the laws of what state or country is the <i>private fund</i> organized:     State: Country:	re al <b>arke</b>	relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and feallocations) was the valuation determined by such <i>person</i> .	
(a) Name of the <i>private fund</i> :  AB COMMERCIAL REAL ESTATE DEBT FUND III, SICAV-SIF S.C.SP.  (b) <i>Private fund</i> identification number:     (include the "805-" prefix also)     805-9685437027  Under the laws of what state or country is the <i>private fund</i> organized:     State:  Country:	re al <b>arke</b>	relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and feallocations) was the valuation determined by such <i>person</i> .  Keters  (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal ad similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such	Yes I  dvisor or other solicitor, or marketer the private fund
(a) Name of the <i>private fund</i> :  AB COMMERCIAL REAL ESTATE DEBT FUND III, SICAV-SIF S.C.SP.  (b) <i>Private fund</i> identification number:     (include the "805-" prefix also)     805-9685437027  Under the laws of what state or country is the <i>private fund</i> organized:     State:  Country:	re al <b>arke</b>	relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and feallocations) was the valuation determined by such <i>person</i> . <b>keters</b> (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal ad similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for	Yes I  dvisor or other solicitor, or marketer the private fund
AB COMMERCIAL REAL ESTATE DEBT FUND III, SICAV-SIF S.C.SP.  (b) Private fund identification number:     (include the "805-" prefix also)     805-9685437027  Under the laws of what state or country is the private fund organized:     State: Country:	ree al	relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and feallocations) was the valuation determined by such <i>person</i> .  Keters  (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal ad similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for  No Information Filed	Yes I  dvisor or other solicitor, or marketer the private fund
(b) Private fund identification number:     (include the "805-" prefix also)     805-9685437027  Under the laws of what state or country is the private fund organized:     State: Country:	ree al	relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and feallocations) was the valuation determined by such person.  Keters  (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal ad similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for No Information Filed	Yes I  dvisor or other solicitor, or marketer the private fund
State: Country:	ree al	relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and feallocations) was the valuation determined by such person. <b>keters</b> (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal ad similar person. If the answer to question 28. (a) is "yes," respond to questions (b) through (g) below for each such uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for  No Information Filed  IVATE FUND  mation About the Private Fund  (a) Name of the private fund:	Yes I  dvisor or other solicitor, or marketer the private fund
Luxembourg	real	relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and feallocations) was the valuation determined by such person.  Keters  (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal ad similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for  No Information Filed  IVATE FUND  mation About the Private Fund  (a) Name of the private fund:  AB COMMERCIAL REAL ESTATE DEBT FUND III, SICAV-SIF S.C.SP.  (b) Private fund identification number: (include the "805-" prefix also)	Yes I  dvisor or other solicitor, or marketer the private fund

AB COMMERCIAL REAL ESTATE DEBT MANAGEMENT, S.À R.L.,

Yes No

C1) qualifies for the exclusion from the definition of investment company under section 3(3(1)) of the investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(3(1)) of the investment Company Act of 1940 (but the name and country in English, of each foreign <i>Enamical Regulatory Authority</i> Luxembourg, Grand Durty of - Commission to Surveillance of the Finance Sector (1) of the Investment Company Act of 1940 (1) is this a freeder function of Country/English Name of <i>Energia Enamical Regulatory Authority</i> Luxembourg, Grand Durty of - Commission to Surveillance of the Finance Sector (1) of the Coder funds investing in this private fund in a master feeder arrangement?  (a) Is this a freeder function in a master-feeder arrangement?  (b) If you, what is the name and private fund distribution number (if any) of the fooder funds investing in this private fund?  (b) If you, what is the name and private fund distribution number (if any) of the master fund in which this private fund fundamental and private fund a fundamental private fund distribution number.  (include the 1966 in private fundamental private fundamental private fund distribution number.  (include the 1966 in private fundamental		(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
© (1) qualifies for the exclusion from the deficition of investment company under section 3(d)(1) of the investment Company Act of 1940 © (2) qualifies for the exclusion from the deficition of investment company under section 3(d)(1) of the investment Company Act of 1940      Vest No		No Information Filed		
City qualifies for the exclusion from the definition of investment company under section \$(o)(f) of the Investment Company Act of 1940	4	The private fund (check all that apply: you must check at least one):		
Experience of the exclusion from the definition of investment company under section 3(3)(7) of the investment Company Act of 1940 test the name and country. In English, of each tareign financial regulatory authority    Name of Country/English Name of Foreign Financial Regulatory Authority   Licenthurge (Country/English Name of Foreign Financial Regulatory Authority   Licenthurge (Country/English Name of Foreign Financial Regulatory Authority   Licenthurge (Country/English Name of Foreign Financial Regulatory Authority   Ves No   16 yes, what is the reame and private fund identification number (if any) of the feeder funds investing in this private fund?   Ves No   Country (Country (Countr	••			
Name of Country/English Name of Foreign Financial Regulatory Authority				
Loxentbourg. Grand Dudry of - Commission to Survaillance of the France Sector  Ves No. 6. (a) Is this a "master fund" in a master-feeder arrangement?  (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  Ves No.  (c) Is this a "feeder fund" in a master-feeder arrangement?  (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  Name of private fund.  Private fund identification number:  (notice the "805." profits also:)  NOTT: You must compare question A for code master feeder arrangement regardless of whether you are filling a slegte Selecture D, Section 7.B. (1) for the master-feeder arrangement according to the instructions to this Section 7.B. (1) for each of the feeder funds areaser in fellowing questions:  No Information Filed  NOTT: For purposes of questions A and 7, in a master feeder arrangement, one or more funds ("feeder funds") levest all or substantially all of the section in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or socios) of shares or intercepts, and each diase (or socios) invests substantially all of its ussets in a single must fund.  8. (a) Is this private fund fund of funds. A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is used in a single must fund.  NOTE: For purposes of this cuestion only, unwern'yes' if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies. Pegatered under the investment vehicles, regardless of whether they are also private funds or registered investment companies registered under the investment Company act or 1940 (other than "money marker funds" to the extent provided in instruction 6.e.?)?  Ves No Company act or 1940 (other	5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
(a) If yos, what is the name and private fund into a master-feeder arrangement?  (b) If yos, what is the name and private fund identification number (if any) of the fination funds investing in this private fund?  **No information titled**  **Yes No  (c) Is this a "tender fund" in a master feeder arrangement?  (d) If yos, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  **No information titled**  **No information fund in which this private fund invests?  **No information fund in which this private fund invests?  **No information fund in which this private fund invests?  **No information fund in which this private fund invests?  **No information fund in which this private fund invests?  **No information fund in which this private fund invests?  **No information fund in which this private fund invests?  **No information fund in which this private fund invests?  **No information fund in which this private fund.**  **No information fund in which this private fund in information fund in which this private fund.**  **No information fund in which this private fund		Name of Country/English Name of Foreign Financial Regulatory Authority		
(a) Is this a "master fund" in a master-fooder arrangement?  (b) It yes, what is the name and private fund identification number (if any) of the teader funds investing in this private fund?  No Information Filed  Yes No  (c) Is this a "feeder fund" in a master-feeder arrangement?  (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund investor?  Name of private fund.  Private fund identification number: (include the "Rids" pretix also)  NOTE: You are filing a single Schedule D. Section 7.B (1) for the master-feeder arrangement according to the instructions to this Section 7.B (1), for each of the teader funds answer the following quasitions:  No Information Filed  NOTE: I or purposes of questions 6 and 7, in a master-feeder arrangement according to the instructions to this Section 7.B (1), for each of the teader funds answer the following quasitions:  No Information Filed  NOTE: I or purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds (Teader funds*) invest all or substantially all of its assets in a single master fund multiple classes (or series) of abrase or interests, and each class (or series) invests substantially all of its assets in a single master fund Yes No  (a) Is this private fund in "fund of funds"?  NOTE: For quapposes of this question only, enswer "yes" if the fund invests 10 percent or more of its total assets in other proced investment vehicles, regardless of whether they are also private funds or registered investment companies.  (b) It yes, does the private fund? Or private funds or registered investment companies.  C C  Ves No  Puring your last fiscal year: did the private fund? I must reprove fund © venture cupital fund © other private fund.  C G  C C  Ves No  Puring your fact flow (defined funds):  C G  C C  C C  C C  C C  C C  C C  C		Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No information Filed  Yes No  (c) is this a "feeder fund" in a master-feeder arrangement?  (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  Name of private fund.  Private fund identification number: (include the "80s-" prints ask)  NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 B.(1) for the master-feeder arrangement according to the instructions to this Section 7 B.(1) for the master-feeder arrangement according to the instructions to this Section 7 B.(1), for each of the feeder funds arrayer the following questions:  No information filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("teeder funds") invest all or substantially all of their assets in a single fund ("mestor fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question rist is successful.  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("teeder funds") invest all or substantially all of their assets in a single fund ("mestor fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question rist is successful.  NOTE: For purposes of questions of what funds "  O is this private fund a "fund of funds"?  Ves No  (a) Is this private fund a "fund of funds"?  O is this private fund a "fund of funds"?  O is this private fund a "fund of funds" invest in securities found invests 10 percent or more of its total assets in other pooled investment exhibitions of this funds managed by you or by a related provided in instruction 6 as 1?  Ves No  O is not fund is the private fund of private equity fund © resi estate fund © securitized asset fund © venture capital fund © other private funds.  O is			Yes	No
Ves. No.	6.		0	⊙
(c) Is talls a "tender tund" in a master reader arrangement? (d) If yes, what is the name and private ford identification number (if any) of the master fund in which this private fund invests?  Name of private fund:  Private fund identification number: (include the "805-" prefix also)  NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B (1) for the master-feeder arrangement according to the instructions to this Section 7.B (1) for the master-feeder arrangement according to the instructions to this Section 7.B (1) for each of the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" threating in a "master fund" for purposes of this question if it issued multiple classes (or series) of sheres or interests and each class (or series) invests substantially all of its essets in a single muster fund.  Yes No  (a) Is this private fund a "fund of funds"?  Ves No  (b) If yes, does the private fund interest in tunds managed by you or by a related person?  Ves No  During your last fiscal year, did the private fund invest in securities issued by investment companies.  (b) If yes, does the private fund of Private Configure funds," to the extent provided in instruction 6.e.)?  Ves No  Company Act of 1940 (other than "moresy market funds," to the extent provided in instruction 6.e.)?  Note: For definitions of those fund types, please see Instruction 6 of the Instructions to Part 1A.				
(c) Is this a "feeder fund" in a master-feeder arrangement?  (d) If yos, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  Name of private fund.  Private fund identification number: (include the "80s" profix also)  NOTE: You must complete question 6 for each muster-feeder arrangement regardless of whether you are filing a single Schedule D. Section 7.B. (1) for the master-feeder arrangement according to the instructions to this Section 7.B. (1), for each of the feeder runds answer feeder arrangement according to the instructions to this Section 7.B. (1), for each of the feeder runds answer the following questions:    No information Filed		No illioittation riled		
(d) If yos, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  Name of private fund  Private fund identification number: (include the "805" prefix also)  NOTE: You must complete question 6 for each master-feedor arrangement regardless of whether you are filling a single Schedule D, Section 7.8 (1) for the master-feeder arrangement or reporting on the funds separately.  7. If you are filling a single Schedule D, Section 7.8 (1) for a master-feeder arrangement according to the instructions to this Section 7.8 (1), for each of the feeder funds answer the following questions:  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Yes No  (a) Is this private fund a "fund of funds"  O C O  What type of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.  (b) If yos, does the private fund invest in tunds managed by you or by a related person?  O burling your last isself year, did the private fund invest in securities issued by investment companies registered under the investment  O bedge fund O liquidity fund O private equity fund O real estate fund C securitized asset fund O venture capital fund C other private funds.  O bedge fund O liquidity fund O private equity fund O real estate fund C securitized asset fund O venture capital fund C other private funds.  O bedge fund O liquidity fund O private equity fund O real estate fund C securitized asset fund O venture capital fund C other private funds.  1. Cu			Yes	No
Name of private fund:  Private fund Identification number: (include the "805-" prefix alsn)  NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.  7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the fooder funds answer the following questions:  No information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") lievest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder rund" investing in a "master fund" for purposes of this question if it issued multiple alssos for sorles) of shares or interests, and each class (or sorles) invests substantially all of its assets in a single master fund.  Yes No  (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment venicles, regardless of whether they are also private funds or registered investment companies.  (b) If yes, does the private fund invest in funds managed by you or by a related person?  During your last fiscal year, did the private fund most in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds" to the extent provided in Instruction 6 e.)?  What type of fund is the private fund?  O hedge fund © liquidity fund © private equity fund © real estate fund © securitized asset fund © venture capital fund © Other private fund.  NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•
NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.  7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:    No Information Filed				
To the master-feeder arrangement or reporting on the funds separately.  7. If you are filing a single Schedule D. Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Yes No  8. (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.  (b) If yes, does the private fund invest in funds managed by you or by a related person?  O During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  What type of fund is the private fund?  Private fund:  NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.				
NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Yes No  8. (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.  (b) If yes, does the private fund invest in funds managed by you or by a related person?  Yes No  9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  10. What type of fund is the private fund?  C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private fund:  NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.	7.	for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for		
assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Yes No  8. (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.  (b) If yes, does the private fund invest in funds managed by you or by a related person?  Yes No  9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  10. What type of fund is the private fund?  O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O other private fund:  NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		No Information Filed		
Yes No  9. During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  10. What type of fund is the <i>private fund</i> ?  O hedge fund O liquidity fund O private equity fund or real estate fund of securitized asset fund of venture capital fund of the <i>private fund</i> :  NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.  11. Current gross asset value of the <i>private fund</i> :  \$ 616,843,122	8.	assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment.	Yes	d <b>No</b>
9. During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  10. What type of fund is the <i>private fund</i> ?  11. NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.  12. Current gross asset value of the <i>private fund</i> :  13. \$616,843,122		(b) If yes, does the private fund invest in funds managed by you or by a related person?	$\circ$	$\circ$
9. During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  10. What type of fund is the <i>private fund</i> ?  11. NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.  12. Current gross asset value of the <i>private fund</i> :  13. \$616,843,122				
O hedge fund O liquidity fund O private equity fund or real estate fund or securitized asset fund or venture capital fund or Other private fund:  NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.  11. Current gross asset value of the private fund:  \$ 616,843,122	9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment		
NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.  11. Current gross asset value of the <i>private fund</i> :  \$ 616,843,122	10.	. What type of fund is the <i>private fund</i> ?		
11. Current gross asset value of the <i>private fund</i> : \$ 616,843,122		O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fur	d:
\$ 616,843,122		NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
<u>Ownership</u>	11.			
	<u>Ow</u>	<u>/nership</u>		

12. Minimum investment commitment required of an investor in the *private fund*:

\$ 25,000,000

		anizational documents of the fund).		
13.	App 16	roximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) 0%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
		If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to qualified clients?	Yes O	No O
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
You	ur Ad	Ivisory Services	Yes	No
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	0	•
		If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	to	
		No Information Filed		
			Yes	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	$\circ$	$\odot$
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ∈	er
		No Information Filed		
			Yes	No
19.		your <i>clients</i> solicited to invest in the <i>private fund?</i> TE: For purposes of this question, do not consider feeder funds of the private fund.	•	0
20.	App 1%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Pri</u>	vate	Offering		
			Yes	No
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	•
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
B. S	ERVI	CE PROVIDERS		
Aud	ditors	<u>S</u>	Yes	No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(O	0
	( )	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	_	
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.	ng	
		(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		

	(c)	The location of the auditing fi	rm's office responsible	for the <i>private fun</i>	d's audit (city, state and country)			
		City: LUXEMBOURG		State:	Country: Luxembourg			
		LOXLINDOUNG			Luxembourg		Yes	No
	(d)	Is the auditing firm an indepe	ndent public accountant	?			•	0
	(e)	Is the auditing firm registered	d with the Public Compa	any Accounting Ov	versight Board?		•	0
		If yes, Public Company Accou	nting Oversight Board	Assigned Number:				
		238						
	(f)	If "yes" to (e) above, is the a accordance with its rules?	uditing firm subject to	regular inspection	by the Public Company Accounting	g Oversight Board in	•	0
							Ye	es No
(g)	Are the investinues	•	ial statements for the i	most recently com	pleted fiscal year distributed to the	ne private fund's	•	0
(h)			,	<i>private fund</i> since	your last <i>annual updating amendn</i>	ent contain unqualified o	pinior	ns?
		es O No O Report Not Yet Receive		ile an amendment	to your Form ADV to update your r	espanse when the report is	s avai	ilable
	n you	Torreck Report Not Tel Receive	a, you mast promptly n	ne un umenament	to your rommittee to apacte your r	sponse when the report is	, avan	idole.
<u>Prime E</u>	Broker						Ye	es No
24. (a)	Does	the private fund use one or me	ore prime brokers?				С	•
		•	•		(e) below for each prime broker trough (e) separately for each prin	•	e priv	vate ——
				No Informatio	n Filed			
Custodi	<u>an</u>						Ye	es No
25. (a)	Does	the private fund use any custo	dians (including the pri	ime brokers listed	above) to hold some or all of its	assets?	•	0
		•	•		(g) below for each custodian the ) separately for each custodian.	private fund uses. If the p	vrivate	e func
	Addi	tional Custodian Information	: 1 Record(s) Filed.					
		•			h g) below for each custodian the ough (g) separately for each custo	•	priva	te
	(b)	Legal name of custodian: STATE STREET BANK LUXEMBO	DURG S.A.					
	(c)	Primary business name of cus						
	(d)	The location of the custodian	s office responsible for	custody of the pri	ivate fund's assets (city, state and	country):		
		City:		State:	Country:			
		LUXEMBOURG			Luxembourg		Yes	No
	(e)	Is the custodian a related per	son of your firm?				0	•
	(f)	If the custodian is a broker-d	ealer, provide its SEC r	egistration numbe	r (if any):			
		- CRD Number (if any):						
	(g)	If the custodian is not a brok identifier (if any)	er-dealer, or is a broke	r-dealer but does	not have an SEC registration nun	nber, provide its legal enti	ity	

<u>Admini</u>	<u>strator</u>			
26 (a)	Does the <i>private fund</i> use an administrator other than you	ır firm?		Yes No
20. (u)	If the answer to question 26.(a) is "yes," respond to ques		below. If the <i>private fund</i> uses more than one administra	● © itor, you
	must complete questions (b) through (f) separately for ea		·	
	Additional Administrator Information : 1 Record(s) File	ed.		
	If the answer to question 26.(a) is "yes," respond to questions administrator, you must complete questions (b) through	, ,	•	
	(b) Name of administrator: STATE STREET BANK LUXEMBOURG S.A.			
	(c) Location of administrator (city, state and country):			
	City: LUXEMBOURG	State:	Country: Luxembourg	
			Ye	es No
	(d) Is the administrator a <i>related person</i> of your firm?		0	•
	(e) Does the administrator prepare and send investor	account statements	to the <i>private fund's</i> investors?	
	Yes (provided to all investors) Some (provided		·	
			stor account statements to the (rest of the) private fund's e) private fund's investors, respond "not applicable."	
you 100 Inc rele	ring your last fiscal year, what percentage of the <i>private full</i> or <i>related person</i> ?  O%  Iude only those assets where (i) such <i>person</i> carried out the evant quotes, and (ii) the valuation used for purposes of infocations) was the valuation determined by such <i>person</i> .	ne valuation procedu	re established for that asset, if any, including obtaining ar	ny
<u>Market</u>	<u>ers</u>			Yes No
28. (a)	Does the <i>private fund</i> use the services of someone other t	than you or your <i>emp</i>	ployees for marketing purposes?	0 0
	You must answer "yes" whether the <i>person</i> acts as a place similar <i>person</i> . If the answer to question 28.(a) is "yes," ruses. If the <i>private fund</i> uses more than one marketer you	espond to questions	(b) through (g) below for each such marketer the private	or, or
		No Information	Filed	
A. PRIVA	TE FUND			
Informa	tion About the <i>Private Fund</i>			
1. (a)	Name of the <i>private fund</i> :			
()	AR COMMERCIAL REAL ESTATE DERT FUND IV SICAV-SIE S	S C SD		

2. Under the laws of what state or country is the *private fund* organized: State: Country:

(b) Private fund identification number: (include the "805-" prefix also)

805-6842729252

Luxembourg

Name of General Partner, Manager, Trustee, or Director	
AB COMMERCIAL REAL ESTATE DEBT MANAGEMENT, S.À R.L.,	
(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manag	e(s) this <i>private fund</i> .
No Information Filed	
The private fund (check all that apply; you must check at least one):	
(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Invest	. ,
(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Invest	tment Company Act of 1940
List the name and country, in English, of each foreign financial regulatory authority with which the private fund is	registered.
Name of Country/English Name of Foreign Financial Regulatory Authority	
Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector	
	Yes No
(a) Is this a "master fund" in a master-feeder arrangement?	⊙ ○
(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this	s private fund?
•	nd identification number
AB COMMERCIAL REAL ESTATE DEBT FEEDER FUND IV, SICAV-SIF S.C.SP. 805-33783	79913
	Yes No
(c) Is this a "feeder fund" in a master-feeder arrangement?	○ ●
(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>priv</i> Name of <i>private fund</i> :	vate fund invests?
Private fund identification number:	
(include the "805-" prefix also)	
NOTE Value and a small to supplie to the first of the same field and a small to the same and the	o a singula Calcaduda D. Caakkan 7 D (4)
NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instruction the feeder funds answer the following questions:	
for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instruction	
for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instruction the feeder funds answer the following questions:	ons to this Section 7.B.(1), for each of  ) invest all or substantially all of their purposes of this question if it issued
for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructive the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds" assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes (or series) of shares or interests, and each class (or series) invests substantially all of its assets.	ons to this Section 7.B.(1), for each of  ) invest all or substantially all of their purposes of this question if it issued
for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instruction the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds" assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes.	ons to this Section 7.B.(1), for each of  (1) invest all or substantially all of their purposes of this question if it issued ets in a single master fund.  Yes No
for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instruction the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds" assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for pultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its asset (a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total asset vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	ons to this Section 7.B.(1), for each of  invest all or substantially all of their purposes of this question if it issued ets in a single master fund.  Yes No.
for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instruction the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds" assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for pulliple classes (or series) of shares or interests, and each class (or series) invests substantially all of its asset (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total asset	ons to this Section 7.B.(1), for each of  (1) invest all or substantially all of their purposes of this question if it issued ets in a single master fund.  Yes Notes in other pooled investment
for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instruction the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds" assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for pultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its asset (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total asset vehicles, regardless of whether they are also private funds or registered investment companies.	ons to this Section 7.B.(1), for each of  invest all or substantially all of their purposes of this question if it issued ets in a single master fund.  Yes No  ets in other pooled investment
for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instruction the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds" assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for pultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its asset (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total asset vehicles, regardless of whether they are also private funds or registered investment companies.	ons to this Section 7.B.(1), for each of  c) invest all or substantially all of their purposes of this question if it issued ets in a single master fund.  Yes Notes in other pooled investment  C C  Yes No
for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instruction the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds" assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of shares or interests, and each class (or series) invests substantially all of its asset (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total asset vehicles, regardless of whether they are also private funds or registered investment companies.  (b) If yes, does the private fund invest in funds managed by you or by a related person?  During your last fiscal year, did the private fund invest in securities issued by investment companies registered.	ons to this Section 7.B.(1), for each of  (1) invest all or substantially all of their purposes of this question if it issued ets in a single master fund.  Yes No  ets in other pooled investment  O O  Yes No
for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructive the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds" assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for punditiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its asset (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total asset vehicles, regardless of whether they are also private funds or registered investment companies.  (b) If yes, does the private fund invest in funds managed by you or by a related person?  During your last fiscal year, did the private fund invest in securities issued by investment companies registered Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	ons to this Section 7.B.(1), for each of  (a) invest all or substantially all of their purposes of this question if it issued ets in a single master fund.  Yes Notes in other pooled investment  (b) Yes Notes I under the Investment
for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instruction the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds" assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for punditiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its asset (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total asset vehicles, regardless of whether they are also private funds or registered investment companies.  (b) If yes, does the private fund invest in funds managed by you or by a related person?  During your last fiscal year, did the private fund invest in securities issued by investment companies registered Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  What type of fund is the private fund?	ons to this Section 7.B.(1), for each of  (a) invest all or substantially all of their purposes of this question if it issued ets in a single master fund.  Yes Notes in other pooled investment  (b) Yes Notes I under the Investment

\$ 256,826,390

<u>Owi</u>	nership nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 25,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	)	
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
		Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
νου	r Advisory Services		
100	T Advisory Services	Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	•
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	to	
	No Information Filed		
1.0	(a) Do any investment advisors (ather than the investment advisors listed in Costion 7.D.(1) A.2.(b.) advise the private fund.	Yes	
18.	<ul><li>(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>?</li><li>(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the to question 18.(a) is "no," leave this question blank.</li></ul>	<b>C</b> answ	<b>⊙</b> er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\odot$	0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
<u>Priv</u>	vate Offering		
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-383503		
3. SE	ERVICE PROVIDERS		
<u>Aud</u>	<u>itors</u>	Yes	Ne
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	• • • • • • • • • • • • • • • • • • •	O
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditin you must complete questions (b) through (f) separately for each auditing firm.		
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 22 (a)(1) is "yes " respond to questions (b) through (b) below. If the artists find uses more than any	inc	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audi	ing	

	firm, you must complete ques	stions (b) through (f) separa	ately for each auditing firm.			
	(b) Name of the auditing firm	n:				
	PRICEWATERHOUSECOO	PERS				
	(c) The location of the auditi	ng firm's office responsible	for the <i>private fund's</i> audit	(city, state and country):		
	City: LUXEMBOURG		State:	Country: Luxembourg		
	EGALINDOGIA			Laxonibodig	Yes	s No
	(d) Is the auditing firm an inc	dependent public accountant	?		•	0
	(e) Is the auditing firm regis	tered with the Public Compa	any Accounting Oversight E	Board?	•	0
	If yes, Public Company A 238	ccounting Oversight Board- <i>i</i>	Assigned Number:			
	(f) If "yes" to (e) above, is t accordance with its rules	•	regular inspection by the P	ublic Company Accounting Oversight Board in	•	0
					V	es No
(g)	Are the <i>private fund's</i> audited fi investors?	nancial statements for the r	most recently completed fis	scal year distributed to the private fund's		© 0
(h)	Do all of the reports prepared by	by the auditing firm for the $\mu$	orivate fund since your last	annual updating amendment contain unqualified	d opinio	ons?
	⊙ Yes O No O Report Not Ye	et Received				
	If you check "Report Not Yet Rec	ceived," you must promptly fi	le an amendment to your Fo	orm ADV to update your response when the repo	rt is ava	ailable.
Duine e I	Dualran					
<u>Prime I</u>	<u>sroker</u>				Υ	es No
24. (a)	Does the private fund use one of	or more prime brokers?				0 0
	•			v for each prime broker the <i>private fund</i> uses. It separately for each prime broker.	f the <i>pr</i>	ivate
			No Information Filed			
Custodi	ian					
					Υ	es No
25. (a)		n) is "yes," respond to quest	ions (b) through (g) below	o hold some or all of its assets? v for each custodian the <i>private fund</i> uses. If th tely for each custodian.		<b>⊙ ○</b> te fund
	Additional Custodian Informa	ation : 1 Record(s) Filed.				
	fund uses more than one cus  (b) Legal name of custodian:	todian, you must complete		ow for each custodian the <i>private fund</i> uses. If t separately for each custodian.	he <i>priv</i>	ate
	STATE STREET BANK LUXE					
	(c) Primary business name of STATE STREET BANK LUXE					
	(d) The location of the custo	dian's office responsible for	custody of the private fund	d's assets (city, state and country):		
	City:		State:	Country:		
	LUXEMBOURG			Luxembourg	Yes	s No
	(e) Is the custodian a related	d person of your firm?			0	•
	(f) If the custodian is a brok	er-dealer, provide its SEC re	egistration number (if any)	•		

Administrator  Yes No  (a) Does the private fund use an administrator other than your firm?  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information : 1 Record(s) Filed.  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  STATE STREET BANK LUXEMBOURG S.A.  (c) Location of administrator (city, state and country):  City:  LUXEMBOURG  Yes No  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (g) Yes (provided to all investors) Osome (provided to some but not all investors) Oso (provided to no investors)  (f) If the answer to question 26. (e) is "no" or "some," who sands the investor account statements to the (rest of the) private fund's investors, respond "not applicable."  27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  Incidence of the private fund's investors, respond "not applicable."  28. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100%  Incidence of the private fund's assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and tee calculations (including allocations) was the valuation determined by such person.		(g) If the custodian is not a broker-deale	er, or is a broker-dealer but does	not have an SEC registration number,	provide its <i>legal entity</i>				
Yes No  (ii) bees the private rund use an administrator other than your tim?  (ii) the answer to question 20 (c) is tyes, "respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, administrator you must complete questions (b) through (f) separately for each administrator.  (b) Namo of administrator and LIDEMINOURS 5.A  (c) Location of administrator (city, state and country):  City:  CUSCHBOURG  (ii) Is the administrator a related person of your tim?  (iii) Does the administrator prepare and send investor account statements to the private funds investors?  (iii) Yes No.  (iii) If the answer to question 26 (g) is "not" or "some," who sends the investors account statements to the private funds investors?  (iii) If the answer to question 26 (g) is "not" or "some," who sends the investor account statements to the (set of the) private funds investors. It investors administrator, that is not your related person?  (iii) If the answer to question 26 (g) is "not" or "some," who sends the investor account statements to the (set of the) private funds investors, respond "not applicable."  27. During your last fiscal year, what percentage of the private funds assets (by value) was valued by a person, such as an administrator, that is not your related person?  (iii) Investor administrator the person contribution will be related to private funds assets, the related person?  (iii) Investor funds used the person contribution that reveal to repetitions, redemptions or distributions, and fee calculations (including allocations) was the valuation used for purposes of investor sunccipitions, redemptions or distributions, and fee calculations (including allocations) was the valuation used for purposes of investor suncci		identifier (if any)							
25. (a) Does the private rund use an administrator after than your tirm?  It the answer to question 26. (a) is tyes, "respond to questions (b) through (f) below. If the private rund uses more than one administrator you must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26. (a) is tyes," respond to questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26. (a) is tyes," respond to questions (b) through (f) separately for each administrator.  (a) Name of administrator (city, state and country):									
Additional Administrator Information : 1 Record(s) Filed.  If the answer is question 26. (a) is "yes," respond to questions (b) through (f) below. If the prevent fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator and administrator (stly, state and country):  City:  City:  City:  Distributed administrator a related person of your firm?  (c) Does the administrator prepare and send investor account statements to the private fund's investors?  (d) If the answer to question 26 (e) is "ine" or "some" who sends the investor account statements to the (rest of the) private fund's investors, respond 'not applicable.'  27 During your list fload year, what percentage of the private fund's associate fund's investors, respond 'not applicable.'  28 During your list fload year, what percentage of the private fund's associate funds investors, respond 'not applicable.'  29 During your list fload year, what percentage of the private fund's associate funds investors, respond 'not applicable.'  29 During your list fload year, what percentage of the private fund's associate your vested for the associate and (i) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person carried out the valuation procedure established for that associate and (ii) the valuation determined by such person carried out the valuation procedure established for that associate and fee calculations (including allocations) was the valuation determined by such person carried out the valuation procedure established for that associate or other cach such marketor the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No information Filed  Information About the Private Fund	26. (a)	Does the <i>private fund</i> use an administrator	other than your firm?						
If the answer to question 26, (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (a) Name of administrator.  STATE STREET BANK LUXEMBOURG S.A.  (b) Location of administrator (city, state and country)  City:  State  Country:  LUXEMBOURG  (c) Boos the administrator propers and send investor account statements to the private fund's investors?  (c) Doos the administrator propers and send investor account statements to the private fund's investors?  (d) It the answer to question 26, (e) is "not" or "some," who sends the investor:  (e) If the answer to question 26, (e) is "not" or "some," who sends the investor account statements to the (rest of the) private fund's investors; investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable".  27. During your lost fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100%  Include only those assets where (i) such person carded out the valuation procedure established for that asset, if any including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including ulcoultions) was the valuation determined by such person.  Marketers  Ves No  Yes No  (i) It has assets where (i) such person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solictor. The private fund uses more than one marketor you must complete questions (b) through (g) separately for each marketor.  No information Filed				(f) below. If the <i>private fund</i> uses more	e than one administrator, you				
administrator, you must complete questions (a) through (f) separately for each administrator.  (a) Name of administrator  STATE STREET BANK LUXEMBOURG S.A.  (b) Location of administrator (city, state and country):  City:  Luxembourg  Ves. No.  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fand's investors?  (e) Yes (provided to all investors) of some (provided to some but not all investors) of provided to no investors)  (f) If the answer to question 26.(e) Is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investors? If investors account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%		Additional Administrator Information : 1	Record(s) Filed.						
STATE STREET BANK LUXEMBOURG S.A.  (c) Location of administrator (city, state and country):     City:				•	ore than one				
(c) Location of administrator (city, state and country): City: LUXEMBOURG State: Country. Luxembourg Yes No  (d) Is the administrator a related person of your firm? (e) Does the administrator prepare and send investor account statements to the private fund's investors? (e) Yes (provided to all investors) (p. Some (provided to some but not all investors) (p. No (provided to no investors)) (f) If the answer to question 26 (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 100% Include only those assets where (f) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (fi) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  Marketers  Yes No 28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 2B.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) persons the marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) persons the marketer of purpose funds funds.  A representation About the Private Fund		(b) Name of administrator:							
City: LUXEMBOURG  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (f) Yes (provided to all investors) (investors) (inve		STATE STREET BANK LUXEMBOURG S.	Α.						
City: LUXEMBOURG  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (f) Yes (provided to all investors) (investors) (inve		(c) Location of administrator (city, state	and country):						
(d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors? (a) Yes (provided to all investors) one (provided to some but not all investors) one (provided to no investors)  (f) If the answer to question 26 (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100% Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  Marketers  Yes No  28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed			•	Country:					
(d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (g) Yes (provided to all investors) of Some (provided to some but not all investors) of No (provided to no investors)  (i) If the answer to question 26 (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100%  Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  Marketers  Yes No.  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed		LUXEMBOURG		Luxembourg					
(e) Does the administrator prepare and send investor account statements to the private fund's investors?  @Yes (provided to all investors) @Some (provided to some but not all investors) @No (provided to no investors)  (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors, respond "not applicable."  27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person? 100% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.00% 1.		(d) Is the administrator a related person	of your firm?						
(f) If the answer to question 26. (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100% Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  Marketers  Yes You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28. (a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed		(d) 13 the daministrator a related person	or your min.		0 0				
your related person?  100% Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  Marketers  Yes No.  28. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28. (a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed		•							
Yes No.  28. (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer to question 28. (a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  A. PRIVATE FUND  Information About the <i>Private Fund</i>	you 100 Inc rele	ur <i>related person</i> ? 0% Hude only those assets where (i) such <i>person</i> evant quotes, and (ii) the valuation used for	n carried out the valuation proced purposes of investor subscription	dure established for that asset, if any,	including obtaining any				
28. (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  A. PRIVATE FUND  Information About the <i>Private Fund</i>	Market	<u>ers</u>							
You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  A. PRIVATE FUND  Information About the <i>Private Fund</i>	28. (a)	Does the <i>private fund</i> use the services of so	omeone other than you or your e	employees for marketing purposes?	Yes No				
A. PRIVATE FUND  Information About the <i>Private Fund</i>	20. (u)	You must answer "yes" whether the <i>person</i> similar <i>person</i> . If the answer to question 28	acts as a placement agent, con: .(a) is "yes," respond to question	sultant, finder, introducer, municipal ac ns (b) through (g) below for each such	lvisor or other solicitor, or marketer the <i>private fund</i>				
Information About the <i>Private Fund</i>			No Informatio	on Filed					
	A. PRIVA	TE FUND							
1 (a) Name of the private fund	<u>Informa</u>	tion About the <i>Private Fund</i>							
	1 (2)	Name of the private fund							

CRD Number (if any):

AB COMMERCIAL REAL ESTATE DEBT FUND, SICAV-SIF S.C.SP.

(b) *Private fund* identification number: (include the "805-" prefix also)

805-8369005337

2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Luxembourg		
	Editioning		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	AB COMMERCIAL REAL ESTATE DEBT MANAGEMENT, S.À R.L.,		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
	☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
	(c) Is this a "fooder fund" in a master fooder arrangement?	Yes	
	(c) Is this a "feeder fund" in a master-feeder arrangement?	О	⊙
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section	7.B.(	1)
	for the master-feeder arrangement or reporting on the funds separately.		
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for	or eact	n of
	the feeder funds answer the following questions:		
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially al	ll of th	oir
	assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it		
	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
0	(a) Is this <i>private fund</i> a "fund of funds"?	Yes	
8.	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investmen	_	⊙
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	·	
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	⊙
	oumpany has at 1710 (athor than money market rands, to the extent provided in matraction o.e.):		
10.	What type of fund is the private fund?		
	C hedge fund C liquidity fund C private equity fund c real estate fund C securitized asset fund C venture capital fund C Other private	ate fun	nd:

 $NOTE: \ For \ definitions \ of \ these \ fund \ types, \ please \ see \ Instruction \ 6 \ of \ the \ Instructions \ to \ Part \ 1A.$ 

11.	Current gross asset value of the <i>private fund</i> : \$ 86,438,499		
<u>Owi</u>	<u>nership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 25,000,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	è	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  19		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 4%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 95%		
You	ur Advisory Services		
47		Yes	No
17.	<ul><li>(a) Are you a subadviser to this <i>private fund</i>?</li><li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer question 17.(a) is "no," leave this question blank.</li></ul>	o to	•
	No Information Filed		
		Yes	No
18.	<ul><li>(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>?</li><li>(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the to question 18.(a) is "no," leave this question blank.</li></ul>	o answe	<b>⊙</b> er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	•	0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
<u>Priv</u>	vate Offering		
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes O	No ©
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
B. SI	ERVICE PROVIDERS		
Aud	<u>ditors</u>		
<b>a</b> =		Yes	No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	g firm	,

	he answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one aunity of the private fund uses more than one aunity of the complete questions (b) through (f) separately for each auditing firm.	uditinç	9
(b)	Name of the auditing firm:		
	PRICEWATERHOUSECOOPERS		
(c)	The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country: Luxembourg		
	Laxembodig	Yes	s N
(d)	Is the auditing firm an independent public accountant?	•	C
(e)	Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	c
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
(f)	If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	C
		Υ	es
	he private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's tors?		⊙
Do al	I of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opini	ons
<b>⊙</b> Y	es O No O Report Not Yet Received		
If you	ı check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is ava	ailal
<u>Broke</u> ı			
Does	the <i>private fund</i> use one or more prime brokers?		
If the	the <i>private fund</i> use one or more prime brokers?  e answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		_
If the	e answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If		0
If the	e answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		0
If the fund	e answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pr</i>	Ö rivat
If the fund  an  Does	e answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	the pr	© rivat
If the fund  an  Does  If the	e answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed	the pr	© rivat
an Does If the uses	e answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  e answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the	the pr	C riva es •
an  Does If the uses  Add	the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?  answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?  answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.	Y e priva	© fes • te i
an  Does If the uses  Add	e answer to question 24. (a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  e answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Itional Custodian Information: 1 Record(s) Filed.  the answer to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the	Y e priva	ees •
an  Does If the uses  Add  If the fund  (b)	e answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Itional Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the duses more than one custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the duses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:	Y e priva	ees •
an  Does If the uses  Add  If the fund  (b)	answer to question 24. (a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  The private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?  In answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Intonal Custodian Information: 1 Record(s) Filed.  The answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the d uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  Primary business name of custodian:	Y e priva	ees •
an  Does If the uses  Add  If the fund  (b)	answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Itional Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the d uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  Primary business name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):  City: State: Country:	Y e priva	ees •
an  Does If the uses  Add  If the fur  (b)	answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Itional Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the d uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  Primary business name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):	the private private	es es te f
Does If the uses  Add  If the fund  (b)	answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Itional Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the d uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  Primary business name of custodian:  STATE STREET BANK LUXEMBOURG S.A.  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):  City: State: Country:	Y e priva	es e

	(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):	
	CRD Number (if any):	
	(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entitied identifier (if any)	y
ninis	<u>strator</u>	
		Yes
(a)	Does the <i>private fund</i> use an administrator other than your firm?  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses more than one administration of the private fund uses fund uses fund uses fund use	• tor · ·
	must complete questions (b) through (f) separately for each administrator.	itor, yo
	Additional Administrator Information : 1 Record(s) Filed.	
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.	
	(b) Name of administrator:	
	STATE STREET BANK LUXEMBOURG S.A.	
	(c) Location of administrator (city, state and country):	
	City: State: Country:	
	LUXEMBOURG	
	(d) Is the administrator a <i>related person</i> of your firm?	es No <b>⊙</b>
	(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?	
	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	
you 100 Incl rele	ing your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that r <i>related person</i> ?  9%  lude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining a evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (included cations) was the valuation determined by such <i>person</i> .	ny
kete	<u>ers</u>	Yes
(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	0
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	
	No Information Filed	

A. PRIVA

## Information About the Private Fund

1. (a) Name of the *private fund*:

AB FINANCIAL SERVICES OPPORTUNITIES MASTER FUND L.P.

	` ,	fund identification number: e the "805-" prefix also)					
	805-34	11574851					
2.	Under the I	aws of what state or country is the	e <i>private fund</i> organized:				
	State:	<u> </u>	Country:				
	Delawa	nre	United States				
3.		·	stee, or Directors (or <i>persons</i> servi	ng in a similar ca	apacity):		
		i <mark>eneral Partner, Manager, Trustee</mark> BERNSTEIN FINANCIAL SERVICES OI					
	, LEIN WOLD	21(10) 21(1) 11(1) 11(1) 12 (2) (1)	T GIVE WITH ELECTRIC LEG				
	(b) If filing	an umbrella registration, identify th	e filing adviser and/or relying advise.	er(s) that sponsor	r(s) or manage(s) this private fund.		
			No Information F	iled			
4.	The <i>private</i>	fund (check all that apply; you mus	st check at least one):				
•				er section 3(c)(1)	) of the Investment Company Act of 19	940	
			, ,		) of the Investment Company Act of 19		
5.	List the nar	me and country, in English, of each	foreign financial regulatory authority	with which the	private fund is registered.		
			No Information F		,		
						Yes	No
6.		a "master fund" in a master-feeder	-	r fooder funde in	westing in this private fund	•	0
		·	identification number (if any) of the		<u> </u>		
	•	rivate fund			Private fund identification number		
		IAL SERVICES OPPORTUNITIES CAY	·		05-9111725196		
	AB FINANC	IAL SERVICES OPPORTUNITIES DEL	AWARE FUND, L.P.	80	05-6643270593		
7.	Private (include  NOTE: You for the mas	of private fund:  fund identification number: e the "805-" prefix also)  must complete question 6 for each ster-feeder arrangement or reportin	ng on the funds separately.	dless of whether	which this <i>private fund</i> invests?  r you are filing a single Schedule D, Second to the instructions to this Section 7.B.(1		
7.	•	funds answer the following question		The fit according to	o the mandenona to this section 7.5.()	1), 101 caci	
	Additional	Feeder Fund Information : 2 Rec	ord(s) Filed.				
		are filing a single Schedule D, Sectof the feeder funds answer the followard Name of the <i>private fund</i> :  AB FINANCIAL SERVICES OPPORT	owing questions:	angement accord	ding to the instructions to this Section <sup>7</sup>	7.B.(1), fo	r
	(b)	Private fund identification number (include the "805-" prefix also) 805-9111725196	;				
	(c)	Under the laws of what state or o	country is the <i>private fund</i> organize Country: Cayman Islands	d:			
		Nove (a) of Coursel Double or Man	ager, Trustee or Directors (or <i>persc</i>				

(d) (2)		
	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  No Information Filed	<b>:</b>
(e)	The private fund (check all that apply; you must check at least one):	
(6)	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company	Act of
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company 1940	Act of
(f)	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
	Name of Country/English Name of Foreign Financial Regulatory Authority	
	Cayman Islands - Cayman Islands Monetary Authority	
7. If you	are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(	1), for
each c	of the feeder funds answer the following questions:	
(a)	Name of the private fund:	
	AB FINANCIAL SERVICES OPPORTUNITIES DELAWARE FUND, L.P.	
(b)	Private fund identification number:	
	(include the "805-" prefix also) 805-6643270593	
(c)	Under the laws of what state or country is the <i>private fund</i> organized:	
(c)	State: Country:	
(c)		
	State: Country: Delaware United States	
	State: Country: Delaware United States  Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):	
	State: Country: Delaware United States	
	State: Delaware United States  Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):  Name of General Partner, Manager, Trustee or Director	
(d) (1)	State: Delaware United States  Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):  Name of General Partner, Manager, Trustee or Director	<b>:</b>
(d) (1)	State:  Delaware  Country: United States  Name(s) of General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):  Name of General Partner, Manager, Trustee or Director  AB FINANCIAL SERVICES OPPORTUNITIES MANAGEMENT LLC  If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fundamental services.	<u></u>
(d) (1) (d) (2)	State: Delaware United States  Name(s) of General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):  Name of General Partner, Manager, Trustee or Director AB FINANCIAL SERVICES OPPORTUNITIES MANAGEMENT LLC  If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund No Information Filed	
(d) (1) (d) (2)	State: Delaware  Country: United States  Name(s) of General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):  Name of General Partner, Manager, Trustee or Director AB FINANCIAL SERVICES OPPORTUNITIES MANAGEMENT LLC  If filling an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund No Information Filed  The private fund (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company	Act of

Name of General Partner, Manager, Trustee or Director

	Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		
10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private	ate fun	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 1,342,217,591		
<u>Ow</u>	nership_		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 250,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in th organizational documents of the fund).	е	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  3		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 10%		
You	ur Advisory Services		
17		Yes	
17.	<ul><li>(a) Are you a subadviser to this <i>private fund</i>?</li><li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer question 17.(a) is "no," leave this question blank.</li></ul>	r to	•
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	⊙	0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
<u>Priv</u>	vate Offering		
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes O	No ©
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		

B. SERVICE PROVIDERS

Audito	<u>ors</u>		
23. (a	a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Ye	s No
20. (6	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	6	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one aud	diting firr	
	you must complete questions (b) through (f) separately for each auditing firm.		
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one a firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:		
	NEW YORK New York United States	Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
,		Ye	s No
(6	g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
(h	h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	d opinior	าร?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is avai	lable.
Prime	e Broker		
<u> </u>	<del>y broker</del>	Ye	s No
24. (a	a) Does the <i>private fund</i> use one or more prime brokers?	С	•
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pri</i> v	⁄ate
	No Information Filed		
Custo	odian		
		Ye	s No
25. (a	a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	€	0
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If th uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e <i>private</i>	? fund
	Additional Custodian Information : 1 Record(s) Filed.		
	If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If t fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	he <i>priva</i>	te
	(b) Legal name of custodian: STATE STREET BANK AND TRUST COMPANY		
	(c) Primary business name of custodian:		

	STATE STREET BAN	IK AND TRUST COMPANY		
	(d) The location of the	custodian's office responsible for <i>custody</i>	of the <i>private fund's</i> assets (city, state and country):	
	City:	State:	Country:	
	BOSTON	Massachusetts	United States	Yes No
	(e) Is the custodian a	related person of your firm?		○ ●
	(f) If the custodian is	a broker-dealer, provide its SEC registration	on number (if any):	
	CRD Number (if an	y):		
	(g) If the custodian is identifier (if any)	not a broker-dealer, or is a broker-dealer	but does not have an SEC registration number, provide it	s legal entity
Admini	strator			
Admini	<u> </u>			Yes No
26. (a)	·	e an administrator other than your firm?		⊙ ○
	·	n 26.(a) is "yes," respond to questions (b) s (b) through (f) separately for each admin	through (f) below. If the <i>private fund</i> uses more than one istrator.	administrator, you
	Additional Administrate	or Information : 1 Record(s) Filed.		
		ion 26.(a) is "yes," respond to questions (bst complete questions (b) through (f) sepa	b) through (f) below. If the <i>private fund</i> uses more than or rately for each administrator.	ne
	(b) Name of administr			
	STATE STREET BAN	IK AND TRUST COMPANY		
	(c) Location of admini	strator (city, state and country):		
	City: BOSTON	State: Massachusetts	Country: United States	
				Yes No
	(d) Is the administrate	or a <i>related person</i> of your firm?		0 0
	(e) Does the administ	rator prepare and send investor account s	tatements to the <i>private fund's</i> investors?	
	OYes (provided to	all investors) Some (provided to some	but not all investors)   No (provided to no investors)	
	investors? If inves	tor account statements are not sent to the	ds the investor account statements to the (rest of the) <i>pri</i> e (rest of the) <i>private fund's</i> investors, respond "not applic	
	STATE STREET BAN	IK AND TRUST COMPANY		
yo	ring your last fiscal year, v ur <i>related person</i> ? 0%	what percentage of the <i>private fund's</i> asset	ts (by value) was valued by a <i>person</i> , such as an administ	rator, that is not
Ind rel	clude only those assets whevant quotes, and (ii) the		on procedure established for that asset, if any, including obscriptions, redemptions or distributions, and fee calculat	
<u>Market</u>	<u>ers</u>			V P1
28. (a)	Does the <i>private fund</i> use	e the services of someone other than you	or your <i>employees</i> for marketing purposes?	Yes No
	You must answer "yes" similar <i>person</i> . If the answer	whether the <i>person</i> acts as a placement ag wer to question 28.(a) is "yes," respond to	gent, consultant, finder, introducer, municipal advisor or of o questions (b) through (g) below for each such marketer amplete questions (b) through (g) separately for each mar	ther solicitor, or the <i>private fund</i>
		No I	nformation Filed	

A. F	PRIVATE FUND	
Info	formation About the <i>Private Fund</i>	
1.	<ul> <li>(a) Name of the private fund:</li> <li>AB INTERNATIONAL CONCENTRATED GROWTH HARVESTING SERIES T</li> <li>(b) Private fund identification number:</li> <li>(include the "805-" prefix also)</li> <li>805-9176700778</li> </ul>	
2.	Under the laws of what state or country is the <i>private fund</i> organized:  State:  Delaware  Country:  United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):  Name of General Partner, Manager, Trustee, or Director  WILMINGTON TRUST COMPANY	
	(b) If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i> .  No Information Filed	
4.	The private fund (check all that apply; you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  ☐ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
5.	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed	
6.	(a) Is this a "master fund" in a master-feeder arrangement?  (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	res No
	No Information Filed	
	<ul> <li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li> <li>(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  Name of private fund:  Private fund identification number: (include the "805-" prefix also)</li> </ul>	res No
7.	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a the feeder funds answer the following questions:	
	No Information Filed	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all cassets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	0 0

(b) If yes, does the *private fund* invest in funds managed by you or by a *related person*?

		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private DBT	ite fund	d:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 60,794,272		
<u>Ow</u>	nership_		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 1,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	9	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 4		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
Voi	ur Advisory Services		
100	II Advisory Services	Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	•
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	· to	
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answe	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	⊙	0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
<u>P</u> riv	vate Offering		
		Yes	No
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0

22. If yes, provide the *private fund's* Form D file number (if any):

Form D file number

021	-322745			
SERVI	CE PROVIDERS			
ditors				
(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?		es Ō	_
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?		_	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audyou must complete questions (b) through (f) separately for each auditing firm.			
	Additional Auditor Information : 1 Record(s) Filed.			
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one a firm, you must complete questions (b) through (f) separately for each auditing firm.		)	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS			
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:			
	NEW YORK New York United States			
		Yes	. No	)
	(d) Is the auditing firm an independent public accountant?	⊙	0	
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0	J
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238  (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in	•	0	)
	accordance with its rules?			
	Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's		es ©	N
	investors?  Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	l opini	ons?	,
( ,				
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is ava	ailab	le.
ne B	<u>roker</u>			
(a)	Does the <i>private fund</i> use one or more prime brokers?		es	
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		_	<b>©</b>
	No Information Filed			
<u>todia</u>	an a	Υ	es	No
(a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	ı	•	С
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If th uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e priva	te fu	!no
	Additional Custodian Information : 1 Record(s) Filed.			

If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the *private fund* uses. If the *private fund* uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

	(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY		
	(c) Primary business name of custodian: SSB		
	(d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):  City:  TORONTO  State:  Canada	V	
	(e) Is the custodian a <i>related person</i> of your firm?	Yes	•
	<ul><li>(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):</li><li>8 - 73</li><li>CRD Number (if any):</li></ul>		
	(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal e identifier (if any)	ntity	
Admin	ictrator		
	istrator  Does the <i>private fund</i> use an administrator other than your firm?		s No
20. (a	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administ must complete questions (b) through (f) separately for each administrator.	<b>⊙</b> strator,	
	Additional Administrator Information : 1 Record(s) Filed.		
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.		
	(b) Name of administrator: SSB		
	(c) Location of administrator (city, state and country):  City: State: Country:  TORONTO Canada		
	(d) Is the administrator a <i>related person</i> of your firm?	Yes N	
	(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  Or Yes (provided to all investors) Or Some (provided to some but not all investors) Or No (provided to no investors)		
	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  AB	d's	
yd 10 In	uring your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, the related person?  100%  100%  1000 clude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining the content of the content of the valuation procedure established for that asset, if any, including obtaining the content of the valuation procedure established for that asset, if any, including obtaining the content of the valuation procedure established for that asset, if any, including obtaining the content of the valuation procedure established for that asset, if any, including obtaining the content of the valuation procedure established for that asset, if any, including obtaining the content of the valuation procedure established for the valuation proce	g any	ot
	levant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (incocations) was the valuation determined by such <i>person</i> .	Juaing	
iviai Ke	<u>1010</u>		

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* 

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28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?

	No Information Filed	
PRIV	ATE FUND	
<u>orma</u>	ation About the <i>Private Fund</i>	
( )		
(a)	) Name of the <i>private fund</i> :  AB MERGER ARBITRAGE (CAYMAN) FUND L.P.	
(b)	) Private fund identification number:	
	(include the "805-" prefix also)	
	805-3093786860	
Un	nder the laws of what state or country is the <i>private fund</i> organized:	
	State: Country:	
	Delaware United States	
	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
	ame of General Partner, Manager, Trustee, or Director  B MERGER ABRITRAGE MANAGEMENT LLC	
(b)	) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  No Information Filed	
	No mornation ried	
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 194	
▽	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194 st the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
▽	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194	40
Lis	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194 st the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed	Yes
Lis (a)	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194 set the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed  Is this a "master fund" in a master-feeder arrangement?	40
Lis	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194 st the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed	Yes
Lis	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194 set the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed  Is this a "master fund" in a master-feeder arrangement?  If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	Yes
Lis (a)	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 19-25 of the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed  Is this a "master fund" in a master-feeder arrangement?  If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?  No Information Filed	Yes C
Lis (a) (b) (c)	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 19- st the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  Is this a "master fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed  Is this a "feeder fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?	Yes O
Lis (a) (b) (c)	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 19-cs the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  Is this a "master fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed  Is this a "feeder fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  Name of private fund:	Yes O
Lis (a) (b) (c)	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 19-set the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  Is this a "master fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed  Is this a "feeder fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  Name of private fund:  AB MERGER ARBITRAGE (MASTER) FUND, L.P.	Yes O
Lis (a) (b) (c)	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 19-cs the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  Is this a "master fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed  Is this a "feeder fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  Name of private fund:	Yes O
Lis (a) (b) (c)	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 19. It the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  Is this a "master fund" in a master-feeder arrangement?  No Information Filed  Is this a "feeder fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed  Is this a "feeder fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  Name of private fund:  AB MERGER ARBITRAGE (MASTER) FUND, L.P.  Private fund identification number:	Yes O
Lis (a) (b) (c) (d)	(2) qualifies for the exclusion from the definition of investment company under section 3(c) (7) of the Investment Company Act of 19. st the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  Is this a "master fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed  Is this a "feeder fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  Name of private fund:  AB MERGER ARBITRAGE (MASTER) FUND, L.P.  Private fund identification number: (include the "805-" prefix also)	Yes O
Lis (a) (b) (c) (d) NC for	(2) qualifies for the exclusion from the definition of investment company under section 3(c) (7) of the Investment Company Act of 19- st the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  Is this a "master fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed  Is this a "feeder fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  Name of private fund:  AB MERGER ARBITRAGE (MASTER) FUND, L.P.  Private fund identification number:  (include the "805-" prefix also)  805-9977361303  DTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filling a single Schedule D, Sec	Yes O  Yes O

multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	•
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private equity	te fun	ıd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 20,623,479		
<u>Owi</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	<u>}</u>	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  21		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 4%		
	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 16%		
<u>You</u>	r Advisory Services		
		Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	⊙
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	to	
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	$\circ$	$\odot$
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
10	Are your clients solicited to invest in the private fund?	Yes	_
17.	Are your <i>clients</i> solicited to invest in the <i>private fund?</i> NOTE: For purposes of this question, do not consider feeder funds of the private fund.	О	•
	THE FEET FOR POSCOS OF THIS GUESTION, GO HOT CONSIDER FOCUCE FUNDS OF THE PRIVATE FUND.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		

Yes No

Private Offering

	ves, provide the <i>private fund's</i> Form D file number (if any):		
	rm D file number		
02	1-458194		
SERV	CE PROVIDERS		
dito	<u>s</u>		
		Ye	s N
(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one aud you must complete questions (b) through (f) separately for each auditing firm.	iting firr	n,
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one a firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:		
	NEW YORK New York United States		
	(d) Is the auditing firm an independent public accountant?	Yes	_
	(a) 13 the additing him an independent public accountants	•	О
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
(a)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i>	Ye ⊙	s N
(9)	investors?	•	
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	l opinior	ns?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is avail	lable
ne l	<u>Broker</u>		
(a)	Does the <i>private fund</i> use one or more prime brokers?		s N
(u)	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If	the priv	
	fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		
	No Information Filed		
tod	i <u>an</u>		
		Ye	s N
(a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	•	(

uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Additional Custodian Information: 1 Record(s) Filed.

21. Has the *private fund* ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

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(b) Legal name of cus	stodian: 'UND SERVICES (NA) LLC		
(c) Primary business STATE STREET BAN			
(d) The location of the	e custodian's office responsible for <i>custody</i>	of the <i>private fund's</i> assets (city, state and country):	
City: BOSTON	State: Massachusetts	Country: United States	
			,
(e) Is the custodian a	a related person of your firm?		
(f) If the custodian is	a broker-dealer, provide its SEC registration	n number (if any):	
- CRD Number (if ar	nvA:		
CRD Number (ii ai	19).		
(g) If the custodian is identifier (if any)	s not a broker-dealer, or is a broker-dealer	but does not have an SEC registration number, provide it	ts <i>legal enti</i>
rator			
Does the <i>private fund</i> us	se an administrator other than your firm?	through (f) helow. If the private funduses more than one	a administra
Does the <i>private fund</i> us f the answer to questio	, and the second	through (f) below. If the <i>private fund</i> uses more than one istrator.	e administra
Does the <i>private fund</i> us f the answer to questio must complete question	n 26.(a) is "yes," respond to questions (b)	•	e administra
Does the <i>private fund</i> us f the answer to question must complete question  Additional Administrat	on 26.(a) is "yes," respond to questions (b) s (b) through (f) separately for each admin tor Information : 1 Record(s) Filed.	o) through (f) below. If the <i>private fund</i> uses more than o	
Does the <i>private fund</i> us f the answer to question must complete question  Additional Administrat	tor Information: 1 Record(s) Filed.  tion 26.(a) is "yes," respond to questions (b) so (b) through (f) separately for each adminator Information: 1 Record(s) Filed.  tion 26.(a) is "yes," respond to questions (bust complete questions (b) through (f) separately	o) through (f) below. If the <i>private fund</i> uses more than o	
Does the <i>private fund</i> us f the answer to question must complete question  Additional Administrat  If the answer to quest administrator, you mu	tor Information: 1 Record(s) Filed.  tion 26.(a) is "yes," respond to questions (b) so (b) through (f) separately for each adminator Information: 1 Record(s) Filed.  tion 26.(a) is "yes," respond to questions (bust complete questions (b) through (f) separately	o) through (f) below. If the <i>private fund</i> uses more than o	
Does the <i>private fund</i> us f the answer to question must complete question  Additional Administrat  If the answer to quest administrator, you mu  (b) Name of administrator in the second secon	in 26.(a) is "yes," respond to questions (b) is (b) through (f) separately for each adminitor Information: 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions (but complete questions (b) through (f) separator:	o) through (f) below. If the <i>private fund</i> uses more than o	
Does the private fund use f the answer to question must complete question.  Additional Administrat  If the answer to quest administrator, you must administrator, you must always for the complete function of administrator. City:	in 26.(a) is "yes," respond to questions (b) is (b) through (f) separately for each adminition Information: 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions (bust complete questions (b) through (f) separately.  IND SERVICES (NA) LLC  istrator (city, state and country):  State:	o) through (f) below. If the <i>private fund</i> uses more than orately for each administrator.  Country:	
Does the <i>private fund</i> us f the answer to question must complete question  Additional Administrat  If the answer to quest administrator, you mu  (b) Name of administrator INTERNATIONAL F  (c) Location of administrator	in 26.(a) is "yes," respond to questions (b) is (b) through (f) separately for each adminition Information: 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions (bust complete questions (b) through (f) separator:  EUND SERVICES (NA) LLC  istrator (city, state and country):	o) through (f) below. If the <i>private fund</i> uses more than orately for each administrator.	one
f the answer to question  Additional Administrat  If the answer to question  Additional Administrat  If the answer to question  (b) Name of administration  INTERNATIONAL F  (c) Location of adminicity:  BOSTON	in 26.(a) is "yes," respond to questions (b) is (b) through (f) separately for each adminition Information: 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions (bust complete questions (b) through (f) separately.  IND SERVICES (NA) LLC  istrator (city, state and country):  State:	o) through (f) below. If the <i>private fund</i> uses more than orately for each administrator.  Country:	
The answer to question and the answer to question and additional Administrate.  If the answer to question administrator, you muture.  (b) Name of administrator in international F.  (c) Location of administrator.  City:  BOSTON  (d) Is the administrator.	in 26.(a) is "yes," respond to questions (b) is (b) through (f) separately for each administer Information: 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions (bust complete questions (b) through (f) separately:  I UND SERVICES (NA) LLC  I istrator (city, state and country):  State:  Massachusetts  For a related person of your firm?	o) through (f) below. If the <i>private fund</i> uses more than orately for each administrator.  Country: United States	one
f the answer to question  Additional Administrat  If the answer to question  Additional Administrat  If the answer to quest administrator, you mu  (b) Name of administrator INTERNATIONAL F  (c) Location of adminicity: BOSTON  (d) Is the administrator	in 26.(a) is "yes," respond to questions (b) is (b) through (f) separately for each adminition Information: 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions (bust complete questions (b) through (f) separately:  IND SERVICES (NA) LLC  Istrator (city, state and country):  State:  Massachusetts  In a related person of your firm?	country: United States  United States	one
f the answer to question  Additional Administrat  If the answer to question  Additional Administrat  If the answer to quest administrator, you mu  (b) Name of administrator INTERNATIONAL F  (c) Location of adminicity: BOSTON  (d) Is the administrator	in 26.(a) is "yes," respond to questions (b) is (b) through (f) separately for each adminition Information: 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions (bust complete questions (b) through (f) separately:  IND SERVICES (NA) LLC  Istrator (city, state and country):  State:  Massachusetts  In a related person of your firm?	o) through (f) below. If the <i>private fund</i> uses more than orately for each administrator.  Country: United States	one

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, o similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.		
	No Inform	nation Filed	
Ч. Р	PRIVATE FUND		
nfo	ormation About the <i>Private Fund</i>		
1.	<ul> <li>(a) Name of the <i>private fund</i>: AB MERGER ARBITRAGE (MASTER) FUND, L.P.</li> <li>(b) <i>Private fund</i> identification number: (include the "805-" prefix also)</li> <li>805-9977361303</li> </ul>		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
۷.	State: Country:		
	Cayman Islands		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons	serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director		
	AB MERGER ABRITRAGE MANAGEMENT LLC		
	(b) If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying a</i> No Informat	• · · · · · · · · · · · · · · · · · · ·	
4.	The <i>private fund</i> (check all that apply; you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company ☐ (2) qualifies for the exclusion from the definition of investment company	, , ,	
5.	List the name and country, in English, of each foreign financial regulatory auti	hority with which the private fund is registered.	
	No Informat	ion Filed	
			Yes No
6.	(a) Is this a "master fund" in a master-feeder arrangement?		⊙ ○
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of <b>Name of </b> <i>private fund</i>	Private fund identification number	
	AB MERGER ARBITRAGE (CAYMAN) FUND L.P.	805-3093786860	
	AB-E MERGER ARBITRAGE (DELAWARE) FUND, L.P.	805-5866613841	
			Yes No
	(c) Is this a "feeder fund" in a master-feeder arrangement?		0 0
	(d) If yes, what is the name and private fund identification number (if any) of Name of private fund:	of the master fund in which this <i>private fund</i> invests?	
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement r for the master-feeder arrangement or reporting on the funds separately.	egardless of whether you are filing a single Schedule D, Section	ı 7.B.(1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrathe feeder funds answer the following questions:	ingement according to the instructions to this Section 7.B.(1), for	or each of

No Information Filed

	assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investmen vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	t	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	. What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private of the	ate fui	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	. Current gross asset value of the <i>private fund</i> : \$ 76,794,953		
<u>Ow</u>	<u>vnership</u>		
12.	. Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 10,000,000	•	
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in th organizational documents of the fund).	Е	
13.	. Approximate number of the <i>private fund's</i> beneficial owners:		
14.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 4%		
15.	. (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
		Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	0
16.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 4%		
You	our Advisory Services		
17.	. (a) Are you a subadviser to this <i>private fund</i> ?	res	No ⊙
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	to to	٠
	No Information Filed		
		Yes	No
18.	. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	'er
	No Information Filed		
10	Are your elients solicited to invest in the private fund?		No
۱۶.	. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	⊙

NOTE: For purposes of this question, do not consider feeder funds of the private fund.

20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
<u>Priv</u>	vate Offering	<b>V</b>	. N
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Ö	s No ⊙
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
B. SI	ERVICE PROVIDERS		
Auc	<u>ditors</u>	Yes	s No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.	ing firm	١,
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one au firm, you must complete questions (b) through (f) separately for each auditing firm.	diting	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:		
	CAYMAN BAY Cayman Islands	Yes I	No
	(d) Is the auditing firm an independent public accountant?	_	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
		Yes	s No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinion	s?
	Yes  No        Report Not Yet Received		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is availa	able.
<u>Prir</u>	me Broker	۷e‹	s No
24.	(a) Does the <i>private fund</i> use one or more prime brokers?	•	0
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	:he <i>priva</i>	ate
	Additional Prime Broker Information : 1 Record(s) Filed.		
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. I private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	f the	
	(b) Name of the prime broker:		

		stered with the SEC, its registration	n number:	
	8 - 129 CRD Number (if any):			
	361			
	(d) Location of prime broker's	office used principally by the <i>priva</i>	te fund (city, state and country):	
	City: NEW YORK	State: New York	Country: United States	
				Yes No
	(e) Does this prime broker ac	t as custodian for some or all of the	e private fund's assets?	0 0
<u>Custod</u>	<u>ian</u>			
25. (a)	Does the <i>private fund</i> use any co	ustodians (including the prime brok	ters listed above) to hold some or all of its assets?	Yes No ⊙ O
			through (g) below for each custodian the <i>private fund</i> und the hrough (g) separately for each custodian.	ises. If the <i>private fund</i>
	Additional Custodian Informa	tion : 1 Record(s) Filed.		
	· ·	odian, you must complete question	(b) through g) below for each custodian the <i>private fund</i> ns (b) through (g) separately for each custodian.	uses. If the <i>private</i>
	(c) Primary business name of STATE STREET BANK			
	(d) The location of the custoo	lian's office responsible for <i>custody</i>	of the <i>private fund's</i> assets (city, state and country):	
	City: BOSTON	State: Massachusetts	Country: United States	
	2001011	.wassadriasetts	Sintod States	Yes No
	(e) Is the custodian a related	person of your firm?		○ ●
	(f) If the custodian is a broke	er-dealer, provide its SEC registration	on number (if any):	
	CRD Number (if any):			
	(g) If the custodian is not a bidentifier (if any)	roker-dealer, or is a broker-dealer	but does not have an SEC registration number, provide	its <i>legal entity</i>
<u>Admini</u>	<u>strator</u>			
26. (a)	Does the <i>private fund</i> use an ad	ministrator other than your firm?		Yes No ⊙ O
	•	is "yes," respond to questions (b) rough (f) separately for each admin	through (f) below. If the <i>private fund</i> uses more than or nistrator.	ne administrator, you
	Additional Administrator Info	mation : 1 Record(s) Filed.		
		(a) is "yes," respond to questions (left) lete questions (b) through (f) sepa	b) through (f) below. If the <i>private fund</i> uses more than rately for each administrator.	one
	(b) Name of administrator:  INTERNATIONAL FUND SE	RVICES (NA) LLC		

GOLDMAN SACHS & CO. LLC

(c) Location of administrator (city, state and country):

	City:	State:	Country:	
	BOSTON	Massachusetts	United States	
	(d) Is the administra	tor a related person of your firm?		Yes No
		trator prepare and send investor account state all investors) Osome (provided to some b	atements to the <i>private fund's</i> investors? out not all investors) ONo (provided to no invest	tors)
		•	s the investor account statements to the (rest of (rest of the) private fund's investors, respond "ne	
27.	your related person?	what percentage of the <i>private fund's</i> assets	(by value) was valued by a person, such as an a	administrator, that is not
	relevant quotes, and (ii) th		n procedure established for that asset, if any, indiscriptions, redemptions or distributions, and fee	
Maı	<u>rketers</u>			Yes No
28	(a) Does the private fund u	se the services of someone other than you or	r your <i>amploya</i> es for markating nurnoses?	
20.	You must answer "yes" similar <i>person</i> . If the an	whether the <i>person</i> acts as a placement age swer to question 28.(a) is "yes," respond to	ent, consultant, finder, introducer, municipal advi questions (b) through (g) below for each such m nplete questions (b) through (g) separately for each	narketer the <i>private fund</i>
		No Int	Formation Filed	
	RIVATE FUND ormation About the <i>Private</i> i	<u>-und</u>		
1.	(a) Name of the private fun	d:		
	AB NEXT 50 EMERGING (b) <i>Private fund</i> identification (include the "805-" pref		≿SP.	
	805-1852908946	4.66)		
2.	Under the laws of what sta	e or country is the <i>private fund</i> organized:		
	State:	Country: Luxembourg		
3.	(a) Name(s) of General Par	tner, Manager, Trustee, or Directors (or <i>pers</i> o	ons serving in a similar capacity):	
		Manager, Trustee, or Director	ACEMENT C À D L	
	ALLIANCEDERINSTEIN NEXT	50 EMERGING MARKETS (LUXEMBOURG) MANA	AGEMENT, S.A R.L.	
	(b) If filing an umbrella regi	<u> </u>	ng adviser(s) that sponsor(s) or manage(s) this promation Filed	private fund.
4.		hat apply; you must check at least one):		
		·	any under section 3(c)(1) of the Investment Comany under section 3(c)(7) of the Investment Com	
5.	List the name and country,	in English, of each <i>foreign financial regulatory</i>	authority with which the private fund is registered	d.
		Name of <i>Foreign Financial Regulatory Aut</i>		
	Luxembourg, Grand Duchy	of - Commission to Surveillance of the Finance	e Sector	
				Voc No

0 0

6. (a) Is this a "master fund" in a master-feeder arrangement?

	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	$\odot$	0
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), fo the feeder funds answer the following questions:	r each	n of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	0	•
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Vaa	No
	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes	
	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private equity	te fun	d:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
•	Current gross asset value of the <i>private fund</i> : \$ 3,582,578		
۷ľ	nership		
•	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	<del>)</del>	
	Approximate number of the <i>private fund's</i> beneficial owners:  51		
•	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No

our A			
ur A			
	advisory Services	Ye	s I
(a)	Are you a subadviser to this <i>private fund</i> ?		
(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answ question 17.(a) is "no," leave this question blank.		
	No Information Filed		
		Ye	s I
(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	C	)
(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If t to question 18.(a) is "no," leave this question blank.	he ans	wei
	No Information Filed		
۸r	a your clients solicited to invest in the private fund?		
		•	)
IVC	one: For purposes of this question, ao not consider reeder funds of the private fund.		
<u>rate</u>	e Offering	Ye	s I
На	is the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	œ	
lf	yes, provide the <i>private fund's</i> Form D file number (if any):		
Fo	orm D file number		
0.	21-217107		
			es
	) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	G	9
<u>dito</u> . (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audi	6	9
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.	6	9
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audity you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.	d ting fir	m,
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audity you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.	d ting fir	m,
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audity you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audition, you must complete questions (b) through (f) separately for each auditing firm.	d ting fir	m,
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audity you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm.	d ting fir	m,
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audity you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	d ting fir	m,
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audity you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditim, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS	d ting fir	m,
	(1) Are the <i>private fund</i> 's financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audity you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):	ting fir	m,
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audityou must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:	ting fir	m,
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audity you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:  LUXEMBOURG  (d) Is the auditing firm an <i>Independent public accountant</i> ?	ting fir uditing	No.
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audity you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:  LUXEMBOURG	ting fir uditing	No.
	No Information Filed  Ye a) Do any investment advisers (other than the investment advisers listed in Section 7.8.(1).A.3.(b)) advise the private fund?  Ob) If the answer to question 18.(a) is "yes," provide the name and SEC file number. If any, of the other advisers to the private fund?  In operation 18.(a) is "not," leave this question blank.  No Information Filed  Ye are your client's solicited to invest in the private fund?  OUT: For purposes of this question, an not consider funder funds of the private fund?  The Offering  Ye to Offering  Ye Offering  Ye Offering  Ye to Offering  Ye Offering  Ye to Offering  Ye to Offering  Ye to Offering  Ye Offering  Ye Offering  Ye to Offering  Ye O	Ne.	

		yes N
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	© (
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinions?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is available
Prime E	<u>Broker</u>	Yes N
24. (a)	Does the <i>private fund</i> use one or more prime brokers?	0 6
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>private</i>
	No Information Filed	
Custodi	<u>lian</u>	.,
25. (a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	Yes N
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	~ ~
	Additional Custodian Information : 1 Record(s) Filed.	
	If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e <i>private</i>
	(b) Legal name of custodian: STATE STREET CAYMAN TRUST COMPANY LTD.	
	(c) Primary business name of custodian: STATE STREET CAYMAN TRUST COMPANY LTD.	
	(d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):	
	City: State: Country:	
	GRAND CAYMAN Cayman Islands	Yes No
	(e) Is the custodian a <i>related person</i> of your firm?	0 0
	(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):	
	CRD Number (if any):	
	(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal er identifier (if any)	ntity
<u>Adminis</u>	<u>istrator</u>	Yes N
26. (a)	Does the <i>private fund</i> use an administrator other than your firm?	·
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator.	trator, you
	Additional Administrator Information : 1 Record(s) Filed.	
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.	

		(b) Name of administrator:			
		STATE STREET CAYMAN TRUST COMPANY	LTD.		
		(c) Location of administrator (city, state and	3,		
		City: GRAND CAYMAN	State:	Country: Cayman Islands	
		STORES STATISTICS		oayman isiallas	Yes No
		(d) Is the administrator a related person of y	our firm?		O
		(e) Does the administrator prepare and sen	d investor account statems	ents to the <i>private fund's</i> investors?	
		• Yes (provided to all investors) • Som		·	nvestors)
		(f) If the answer to question 26.(e) is "no" investors? If investor account statement			• •
27.	your 1009 Inclu	ude only those assets where (i) such <i>person</i> ca vant quotes, and (ii) the valuation used for pur	rried out the valuation pro-	cedure established for that asset, if an	y, including obtaining any
		cations) was the valuation determined by such	person.		
Maı	rkete	<u>rs</u>			Yes No
28.	(a)	Does the <i>private fund</i> use the services of some	one other than you or you	employees for marketing purposes?	0 @
		You must answer "yes" whether the <i>person</i> ac similar <i>person</i> . If the answer to question 28.(a) uses. If the <i>private fund</i> uses more than one m	ts as a placement agent, co is "yes," respond to quest	onsultant, finder, introducer, municipal ions (b) through (g) below for each su	l advisor or other solicitor, or uch marketer the <i>private fund</i>
			No Informa	tion Filed	
	'				
Δ PI	RIVAT	E FUND			
	(1 7) (1				
nfo	rmati	ion About the <i>Private Fund</i>			
1.		Name of the <i>private fund</i> :			
		AB REAL ESTATE EQUITY PLUS (TAXABLE) FUND	L.P.		
		Private fund identification number: (include the "805-" prefix also)			
		805-1769437760			
2.	Unde	er the laws of what state or country is the <i>priv</i>	ate fund organized:		
		State:	Country:		
		Delaware	United States		
3.	(a)	Name(s) of General Partner, Manager, Trustee,	or Directors (or <i>persons</i> se	erving in a similar capacity):	
	Nan	ne of General Partner, Manager, Trustee, or l	Director		
	PRC	OSPECT RIDGE REAL ESTATE EQUITY PLUS GP L.	Р.		
	(b)	If filing an <i>umbrella registration</i> , identify the <i>filin</i>	ng adviser and/or relying adv	viser(s) that sponsor(s) or manage(s)	this <i>private fund</i> .
			No Informatio	n Filed	
1	The	private fund (check all that apply you must all	ack at loast and		
4.		private fund (check all that apply; you must che (1) qualifies for the exclusion from the definition (2) qualifies for the exclusion from the definition	n of investment company u		
_	l la+	the name and country in Facility of! f!			

	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	$\circ$	$\odot$
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	r each	ı of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	d
8.	(a) Is this private fund a "fund of funds"?	Yes	
0.	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	0	•
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	$\circ$
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes	No ©
10.	What type of fund is the private fund?		
	C hedge fund C liquidity fund for private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private	te fun	d:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> :		
	\$ 293,311,275		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 500,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).	<u>)</u>	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 646		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 16%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		

						Ye	s No
1		e private fund qualifies for the exclupany Act of 1940, are sales of the f		vestment company under section 3(c)(1) ?	of the Investment	О	0
	What is	the approximate percentage of the	private fund beneficially owne	ed by non- <i>United States persons</i> :			
Your	Adviso	ry Services					
	7.0.0.0	<u>., , </u>				Ye	s No
		you a subadviser to this <i>private fun</i> e answer to question 17.(a) is "yes		file number, if any, of the adviser of the	private fund. If the answ	wer to	•
	ques	tion 17.(a) is "no," leave this ques		ormation Filed			
				ination i neu		Ye	s No
	(b) If th		s," provide the name and SEC	d in Section 7.B.(1).A.3.(b)) advise the file number, if any, of the other adviser		the ans	
		ne of Other Adviser to <i>private fur</i>		SEC file number	CRD number		
	PRC	SPECT RIDGE		801-114474	299594		
						Ye	s No
	•	clients solicited to invest in the private of the control of the c				О	•
4	VOIE: FO	or purposes of this question, do not a	consider feeder funds of the priv	vate fund.			
	Approxir 3%	nately what percentage of your <i>clie</i>	ents has invested in the private	e fund?			
Priva	ite Offe	ring					
21. I	Has the	private fund ever relied on an exem	nption from registration of its s	securities under Regulation D of the Sec	urities Act of 1933?	Ye	s No
		,				·	
22.	f yes, p	rovide the <i>private fund's</i> Form D file	number (if any):				
ŀ		file number					
	021-41	1462					
0.51	N // OF DE	201412512					
. SEI	RVICE PE	ROVIDERS					
Audi	tors						
						Yε	es No
23.		Are the <i>private fund's</i> financial state	•			•	0
	(2) I	f the answer to question 23.(a)(1)	is "yes," are the financial stat	ements prepared in accordance with U.S	S. GAAP?	•	0
		e answer to question 23.(a)(1) is " must complete questions (b) throug		) through (h) below. If the <i>private fund</i> uting firm.	ises more than one audi	ting fir	m,
	Ado	litional Auditor Information : 1 Re	ecord(s) Filed.				
	11	the answer to question 23.(a)(1) is m, you must complete questions (b		(b) through (h) below. If the <i>private fun</i> ch auditing firm.	duses more than one au	uditing	
	(b)	Name of the auditing firm: PRICEWATERHOUSECOOPERS					
	(c)	The location of the auditing firm's City: NEW YORK	s office responsible for the <i>priv</i> State: New York	vate fund's audit (city, state and country)  Country:  United States	d.		
		INLAN LOUVE	INCAN IOLK	onited States		Yes	No
	(d)	) Is the auditing firm an independer	nt public accountant?			•	0
	(e)	) Is the auditing firm registered wi	th the Public Company Accour	nting Oversight Board?		•	0
			0 1115				
		If yes, Public Company Accountin	ig Oversight Board-Assigned N	umber:			

	(f) If "yes" to (e) above, is the a accordance with its rules?	auditing firm subject to regular insp	ection by the Public Company Accounting Oversight Board in	• o
				Yes No
(g)	Are the <i>private fund's</i> audited finantinvestors?	ncial statements for the most recent	ly completed fiscal year distributed to the private fund's	© (
(h)	Do all of the reports prepared by the	he auditing firm for the private fund	since your last annual updating amendment contain unqualified o	pinions?
	⊙ Yes O No O Report Not Yet Re	eceived		
	If you check "Report Not Yet Receive	ed," you must promptly file an amen	dment to your Form ADV to update your response when the report is	s available
<u>rime</u>	<u>Broker</u>			Yes N
4. (a)	Does the <i>private fund</i> use one or m	nore prime brokers?		nes iv
	•		rough (e) below for each prime broker the <i>private fund</i> uses. If the (b) through (e) separately for each prime broker.	-
		No Info	rmation Filed	
custod	<u>ian</u>			
				Yes N
5. (a)	Does the private fund use any cust	odians (including the prime brokers	listed above) to hold some or all of its assets?	0 0
	•		rough (g) below for each custodian the <i>private fund</i> uses. If the $\wp$ ugh (g) separately for each custodian.	orivate fun
	Additional Custodian Information	n : 1 Record(s) Filed.		
	•	lian, you must complete questions (	through g) below for each custodian the <i>private fund</i> uses. If the b) through (g) separately for each custodian.	private
	(c) Primary business name of cu			
	(d) The location of the custodiar	n's office responsible for <i>custody</i> of	the <i>private fund's</i> assets (city, state and country):	
	City: PRINCETON	State: New Jersey	Country: United States	
		veneey		
				Yes No
	(e) Is the custodian a related pe	erson of your firm?		Yes No
	(e) Is the custodian a related pe	erson of your firm? dealer, provide its SEC registration	number (if any):	Yes No
	(e) Is the custodian a related pe	•	number (if any):	Yes No
	(e) Is the custodian a related per (f) If the custodian is a broker-custodian is a broker-custodian (f) CRD Number (if any):	dealer, provide its SEC registration	number (if any): t does not have an SEC registration number, provide its <i>legal ent</i>	○ ●
<u>dm</u> ini	<ul> <li>(e) Is the custodian a related per</li> <li>(f) If the custodian is a broker-of-</li> <li>CRD Number (if any):</li> <li>(g) If the custodian is not a broken-of-</li> </ul>	dealer, provide its SEC registration		0 0
<u>dmini</u>	<ul> <li>(e) Is the custodian a related period</li> <li>(f) If the custodian is a broker-of-of-of-of-of-of-of-of-of-of-of-of-of-</li></ul>	dealer, provide its SEC registration		○ ●

must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

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		is "yes," respond to questions (b) the te questions (b) through (f) separate	rough (f) below. If the <i>private fund</i> uses more t y for each administrator.	han one
	(b) Name of administrator:  STATE STREET BANK AND TR	PUST COMPANY (SSR)		
	STATE STREET BANK AND IT	COST CONFAINT (SSB)		
	(c) Location of administrator (c	ity, state and country):		
	City:	State:	Country:	
	PRINCETON	New Jersey	United States	
	(d) Is the administrator a relate	ed person of your firm?		Yes No
			ments to the <i>private fund's</i> investors? not all investors) No (provided to no investor	rs)
	Tes (provided to dir inves	nors) Hoome (provided to some but	That all investors) One (provided to no investor	
			ne investor account statements to the (rest of the st of the) private fund's investors, respond "not	
27.	your <i>related person</i> ?  100%  Include only those assets where (i) so	uch <i>person</i> carried out the valuation p n used for purposes of investor subsc	y value) was valued by a <i>person</i> , such as an ad rocedure established for that asset, if any, including the stablished for that asset, if any, including the case of the case	uding obtaining any
Maı	<u>rketers</u>			
28.	You must answer "yes" whether similar <i>person</i> . If the answer to qu	he <i>person</i> acts as a placement agent estion 28.(a) is "yes," respond to qu	our <i>employees</i> for marketing purposes? consultant, finder, introducer, municipal adviso estions (b) through (g) below for each such man ete questions (b) through (g) separately for eac	rketer the <i>private fund</i>
		No Infor	mation Filed	
. PF	RIVATE FUND			
	WWW. LOND			
nfo	rmation About the Private Fund			
1.	(a) Name of the <i>private fund</i> :	5,000		
	AB SYSTEMATIC MACRO (CAYMAN)  (b) Private fund identification number:			
	(include the "805-" prefix also)			
	805-8860340733			
2.	Under the laws of what state or coun	ry is the <i>private fund</i> organized:		
۷.	State:	Country:		
	Delaware	United States		
3.	(a) Name(s) of General Partner, Mana	ger, Trustee, or Directors (or <i>person</i> s	s serving in a similar capacity):	
	Name of General Partner, Manager,	Trustee, or Director		
	AB SYSTEMATIC MACRO MANAGEMENT	-, LLC		
	(b) If filing an umbrella registration, id	<u> </u>	adviser(s) that sponsor(s) or manage(s) this priv	vate fund.
		No Informa	ition Filed	

4. The private fund (check all that apply; you must check at least one):

	☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
6	(a) Is this a "master fund" in a master-feeder arrangement?	Yes	
J.	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	О	•
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	⊙	0
	<ul><li>(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?</li><li>Name of private fund:</li><li>AB SYSTEMATIC MACRO (MASTER) FUND, L.P.</li></ul>		
	Private fund identification number: (include the "805-" prefix also) 805-7667225634		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	each	າ of
	No Information Filed		
3.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	Yes O	No ⊙
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	•	0
10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private	e fur	ıd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 9,616		
_			
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners:  1		

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:

	100%	
15	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:	
	0%	
		Yes No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	ent o o
	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%	
You	r Advisory Services	
47		Yes No
17.	(a) Are you a subadviser to this <i>private fund</i> ?  (b) If the answer to greation 17 (c) is "year" provide the name and SEC file number if any of the adviser of the private fund. If	O •
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If question 17.(a) is "no," leave this question blank.	the answer to
	No Information Filed	
		Yes No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	0 0
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private f</i> to question 18.(a) is "no," leave this question blank.	und. If the answer
	No Information Filed	
		Yes No
	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0 0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	
	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%	
Priv	rate Offering	
		Yes No
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 193	33? <b>⊙</b> ○
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):	
	Form D file number	
	021-411252	
	RVICE PROVIDERS	
		Yes No
23.	(a) (1) Are the private fund's financial statements subject to an annual audit?	• c
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙ ○
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than a you must complete questions (b) through (f) separately for each auditing firm.	one auditing firm,
	Additional Auditor Information : 1 Record(s) Filed.	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more that firm, you must complete questions (b) through (f) separately for each auditing firm.	n one auditing
	(b) Name of the auditing firm:	
	PRICEWATERHOUSE COOPERS LLP	
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):	
	City: State: Country: GRAND CAYMAN Cayman Islands	
	Say.man rolando	Yes No
	(d) Is the auditing firm an independent public accountant?	• o

	(e) Is the auditing firm req	jistered with the Public Company Accou	unting Oversight Board?	⊙	0
	If yes, Public Company 238	Accounting Oversight Board-Assigned	Number:	Yes No are distributed to the private fund's  If updating amendment contain unqualified opinions?  Yes No  The private fund uses are search prime broker the private fund uses. If the private ately for each prime broker.  Yes No  The private fund uses are search prime broker.  Yes No  The private fund uses are search prime broker.  Yes No  The private fund uses are search prime broker.  Yes No  The private fund uses are search custodian the private fund uses. If the private fund uses are each custodian the private fund uses. If the private fund uses are each custodian the private fund uses. If the private fund uses are each custodian the private fund uses. If the private fund uses are each custodian the private fund uses. If the private fund uses are each custodian the private fund uses. If the private fund uses are each custodian the private fund uses. If the private fund uses are search custodian the private fund uses. If the private fund uses are search custodian the private fund uses. If the private fund uses are search custodian the private fund uses. If the private fund uses are search custodian the private fund uses. If the private fund uses are search custodian the private fund uses. If the private fund uses are search custodian the private fund uses. If the private fund uses are search custodian the private fund uses are search custodian the private fund uses. If the private fund uses are search custodian the pri	
	(f) If "yes" to (e) above, i	•	nspection by the Public Company Accounting Oversight Board in	•	o
	-				
				Υ	'es No
(g)	investors?	financial statements for the most rece	ently completed fiscal year distributed to the <i>private fund's</i>	ı	⊙ ೧
(h)	Do all of the reports prepare	I by the auditing firm for the private full	nd since your last annual updating amendment contain unqualified	iniqo t	ons?
	⊙ Yes O No O Report Not	Yet Received			
	If you check "Report Not Yet F	'eceived," you must promptly file an ame	endment to your Form ADV to update your response when the repor	t is ava	ailable.
ne E	<u>Broker</u>				
(0)	Dage the private funding on				
(a)	Does the <i>private fund</i> use on  If the answer to question 24	•	through (e) below for each prime broker the private funduses. If		
	•		ns (b) through (e) separately for each prime broker.		
	Additional Prime Broker In	formation : 1 Record(s) Filed.			
	8 - 15869 CRD Number (if any): 8209  (d) Location of prime brok City: NEW YORK		re fund (city, state and country):  Country: United States		_
odi	an				
	<u>u.                                    </u>			Υ	'es No
(a)	,		ers listed above) to hold some or all of its assets?		
	•		through (g) below for each custodian the <i>private fund</i> uses. If the Irough (g) separately for each custodian.	e priva	te runa
	Additional Custodian Infor	nation : 1 Record(s) Filed.			
	1		o) through g) below for each custodian the <i>private fund</i> uses. If the s (b) through (g) separately for each custodian.	he <i>priv</i>	rate
	(b) Legal name of custodia STATE STREET BANK AI				
	(c) Primary business name STATE STREET BANK AI				
	(d) The location of the cus	todian's office responsible for <i>custody</i>	of the <i>private fund's</i> assets (city, state and country):		
	City:	State:	Country:		
	ROSTON	Massachusetts	United States		

		Yes No
	(e) Is the custodian a <i>related person</i> of your firm?	0 0
	(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):	
	CRD Number (if any):	
	(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, pro- identifier (if any)	vide its <i>legal entity</i>
<u>Admini</u>	<u>istrator</u>	
26 (2)	Does the <i>private fund</i> use an administrator other than your firm?	Yes No
20. (a)	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more that must complete questions (b) through (f) separately for each administrator.	n one administrator, you
	Additional Administrator Information : 1 Record(s) Filed.	
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more t administrator, you must complete questions (b) through (f) separately for each administrator.	han one
	(b) Name of administrator: INTERNATIONAL FUND SERVICES (N.A.) L.L.C.	
	(c) Location of administrator (city, state and country):	
	City: State: Country:	
	BOSTON Massachusetts United States	Yes No
	(d) Is the administrator a <i>related person</i> of your firm?	0 0
	(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  • Yes (provided to all investors) • Some (provided to some but not all investors) • No (provided to no investors)	rs)
	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not	
yor 10 Inc rel	clude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, incluevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee care	uding obtaining any
	ocations) was the valuation determined by such <i>person</i> .	
iviarket	<u>iers</u>	Yes No
27. During your name of the second of the se	Does the private fund use the services of someone other than you or your employees for marketing purposes?	○ ⊙
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such manuses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each	keter the <i>private fund</i>
	No Information Filed	

۱. P	RIVATE FUND	
nfc	ormation About the <i>Private Fund</i>	
1.	<ul> <li>(a) Name of the private fund: AB SYSTEMATIC MACRO (DELAWARE) FUND, L.P.</li> <li>(b) Private fund identification number: (include the "805-" prefix also)</li> <li>805-7926550877</li> </ul>	
2.	Under the laws of what state or country is the <i>private fund</i> organized:  State:  Delaware  Country:  United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director	
	AB SYSTEMATIC MACRO MANAGEMENT, LLC	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  No Information Filed	
<ol> <li>4.</li> <li>5.</li> </ol>	The <i>private fund</i> (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.	
	No Information Filed	
		Yes N
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0 6
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	
	No Information Filed	
		Yes N
	<ul><li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li><li>(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?</li><li>Name of private fund:</li></ul>	⊚ (
	AB SYSTEMATIC MACRO (MASTER) FUND, L.P.  Private fund identification number:  (include the "805-" prefix also)  805-7667225634	
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	r each o
	No Information Filed	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially al	l of thei

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment

 $\circ$ 

8. (a) Is this *private fund* a "fund of funds"?

	venicies, regardless of whether they are also <i>private runds</i> or registered investment companies.		
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		0
10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private of the	ite fur	ıd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 202,160,019		
Ow	vnership		
<u> </u>	<u></u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in thorganizational documents of the fund).	Š	
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	0%	Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
You	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	
17.	<ul><li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer question 17.(a) is "no," leave this question blank.</li></ul>	to	•
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
Priv	vate Offering		
		Yes	No
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	⊙	0

22. If yes, provide the *private fund's* Form D file number (if any):

C	021-425387		
B. SER'	VICE PROVIDERS		
Audito	<u>ors</u>		
23. (a	a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Ye	s No
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	ē	_
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	ng fir	m,
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audifirm, you must complete questions (b) through (f) separately for each auditing firm.	liting	
	(b) Name of the auditing firm: PRICEWATERHOUSE COOPERS LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:  NEW YORK New York United States		
	NEW TORK New Tolk Office States	Yes	No
	(d) Is the auditing firm an independent public accountant?	$\odot$	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
		Υe	s No
(9	g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	6	0
(h	n) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified of	pinio	ns?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report i	s ava	lable.
<u>Prime</u>	<u>Broker</u>	V	es No
24. (a	a) Does the <i>private fund</i> use one or more prime brokers?	6	_
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	ne <i>pri</i>	vate
	Additional Prime Broker Information : 1 Record(s) Filed.		
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>private fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the	
	(b) Name of the prime broker:  MORGAN STANLEY & CO. LLC		
	(c) If the prime broker is registered with the SEC, its registration number: 8 - 15869		
	CRD Number (if any): 8209		

Form D file number

	New York	United States	
(a) B		anticada ficinallic	Y
(e) Does this prime bro	ker act as custodian for some or all of the ,	orivate fund's assets? 	•
<u>n</u>			
Does the private funduse	any custodians (including the prime broker	s listed above) to hold some or all of its assets?	
f the answer to question		nrough (g) below for each custodian the <i>private f</i>	
Additional Custodian Inf	formation : 1 Record(s) Filed.		
•		through g) below for each custodian the <i>private</i> (b) through (g) separately for each custodian.	fund uses. If the pi
(b) Legal name of custo STATE STREET BANK	odian: CAND TRUST COMPANY		
(c) Primary business na STATE STREET BANK	ame of custodian: KAND TRUST COMPANY		
(d) The location of the	custodian's office responsible for <i>custody</i> o	the <i>private fund's</i> assets (city, state and country	<b>y</b> ):
City: BOSTON	State: Massachusetts	Country: United States	
BOSTON	Massacrasetts	United States	Y
(e) Is the custodian a r	related person of your firm?		(
(f) If the custodian is a	broker-dealer, provide its SEC registration	number (if any):	
-	):		
CRD Number (if any)			
	not a broker-dealer, or is a broker-dealer b	ut does not have an SEC registration number, pro	ovide its <i>legal entit</i> y
(g) If the custodian is r	not a broker-dealer, or is a broker-dealer b	ut does not have an SEC registration number, pro	ovide its <i>legal entit</i> y
(g) If the custodian is r	not a broker-dealer, or is a broker-dealer b	ut does not have an SEC registration number, pro	ovide its <i>legal entit</i> y
(g) If the custodian is r identifier (if any) rator	not a broker-dealer, or is a broker-dealer be	ut does not have an SEC registration number, pro	ovide its <i>legal entity</i>
(g) If the custodian is r identifier (if any)  rator  Does the private fund use f the answer to question	an administrator other than your firm? 26.(a) is "yes," respond to questions (b) th	nrough (f) below. If the <i>private fund</i> uses more th	
(g) If the custodian is ridentifier (if any)  rator  Does the private fund use f the answer to question must complete questions	an administrator other than your firm? 26.(a) is "yes," respond to questions (b) th (b) through (f) separately for each adminis	nrough (f) below. If the <i>private fund</i> uses more th	
(g) If the custodian is ridentifier (if any)  rator  Does the private fund use f the answer to question must complete questions	an administrator other than your firm? 26.(a) is "yes," respond to questions (b) th	nrough (f) below. If the <i>private fund</i> uses more th	
(g) If the custodian is ridentifier (if any)  rator  Does the private fund use f the answer to question must complete questions  Additional Administrator	an administrator other than your firm?  26.(a) is "yes," respond to questions (b) the distribution of the	nrough (f) below. If the <i>private fund</i> uses more th trator. through (f) below. If the <i>private fund</i> uses more	an one administrat
(g) If the custodian is ridentifier (if any)  rator  Does the private fund use f the answer to question must complete questions  Additional Administrator  If the answer to questic administrator, you must (b) Name of administrator	an administrator other than your firm?  26.(a) is "yes," respond to questions (b) th (b) through (f) separately for each adminis  r Information: 1 Record(s) Filed.  on 26.(a) is "yes," respond to questions (b) th complete questions (b) through (f) separate	nrough (f) below. If the <i>private fund</i> uses more th trator. through (f) below. If the <i>private fund</i> uses more	an one administrat
(g) If the custodian is ridentifier (if any)  rator  Does the private fund use f the answer to question must complete questions  Additional Administrator  If the answer to questic administrator, you must (b) Name of administra INTERNATIONAL FUR	an administrator other than your firm?  26.(a) is "yes," respond to questions (b) the description of the des	nrough (f) below. If the <i>private fund</i> uses more th trator. through (f) below. If the <i>private fund</i> uses more	an one administrat
(g) If the custodian is ridentifier (if any)  rator  Does the private fund use f the answer to question must complete questions  Additional Administrator  If the answer to questic administrator, you must complete questions  (b) Name of administrator INTERNATIONAL FUNCTIONAL	an administrator other than your firm?  26.(a) is "yes," respond to questions (b) the separately for each administration:  1 Information: 1 Record(s) Filed.  26.(a) is "yes," respond to questions (b) to complete questions (b) through (f) separator:  ND SERVICES (N.A.) L.L.C.  trator (city, state and country):  State:	through (f) below. If the <i>private fund</i> uses more the trator.  through (f) below. If the <i>private fund</i> uses more tely for each administrator.  Country:	an one administrat
(g) If the custodian is ridentifier (if any)  rator  Does the private fund use f the answer to question must complete questions  Additional Administrator  If the answer to questic administrator, you must (b) Name of administra INTERNATIONAL FUNCE.	an administrator other than your firm?  26.(a) is "yes," respond to questions (b) the separately for each administration:  1 Information: 1 Record(s) Filed.  26.(a) is "yes," respond to questions (b) the complete questions (b) through (f) separately for each administration.  The separately for each administration is a separately for each administration.  The separately for each administration is a separately for each administration.  26.(a) is "yes," respond to questions (b) through (f) separately for each administration.  26.(a) is "yes," respond to questions (b) through (f) separately for each administration.	through (f) below. If the <i>private fund</i> uses more the trator.  through (f) below. If the <i>private fund</i> uses more tely for each administrator.	an one administrat

	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."						
27.	your 100° Inclu	ng your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is related person?  Where the related person is a person is a person of the private fund's assets (by value) was valued by a person, such as an administrator, that is related person?  Where the person is a person is a person of the person of the person is a person of the person is a person of the person is a person of the	У				
Maı	rkete	<u>rs</u>					
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	No ©			
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	, or				
		No Information Filed					
A. PI	RIVAT	E FUND					
<u>Info</u>	rmati	ion About the <i>Private Fund</i>					
1.	(b)	Name of the <i>private fund</i> :  AB U.S. REAL ESTATE (HNW) FUND III, L.P.  Private fund identification number:  (include the "805-" prefix also)  805-2091215313					
2.		er the laws of what state or country is the <i>private fund</i> organized:  State:  Country:  Delaware  United States					
3.		Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):  ne of General Partner, Manager, Trustee, or Director					
		U.S. REAL ESTATE MANAGEMENT III, LLC					
	(b)	If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i> .  No Information Filed					
4.		private fund (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940					
5.	List	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.					
		No Information Filed					
,			Yes	No			
6.		Is this a "master fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	0	•			
		No Information Filed					
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	Yes	_			
	(d)	If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :	•	О			

	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	· eacl	h of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	ed
0	(a) In this private fixed of fixed of fixed of		No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	_	⊙
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund of securitized asset fund of venture capital fund of their private	te fur	าd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11	Current gross asset value of the <i>private fund</i> :		
	\$ 256,254,860		
<u>Ow</u>	<u>vnership</u>		
12	Minimum investment commitment required of an investor in the <i>private fund</i> :		
12.	\$ 500,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners: 787		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 9%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to qualified clients?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
Υοι	ur Advisory Services		
<u> </u>	<del></del>	Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?		0

(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to

question 17.(a) is "no." leave this question blank.

Private fund identification number:

	Name of adviser to private fund	SEC file number CRD number		
	PROSPECT RIDGE	801-114474 299594		
			Ye	s No
18. (a)	Do any investment advisers (other than the investment	advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
(b)	If the answer to question 18.(a) is "yes," provide the not of question 18.(a) is "no," leave this question blank.	ame and SEC file number, if any, of the other advisers to the <i>private fund</i> . If	the ans	wer
		No Information Filed		
			Ye	s N
9. Are	e your clients solicited to invest in the private fund?		•	(
NC	TE: For purposes of this question, do not consider feeder fu	unds of the private fund.		
20. Ap 3%	proximately what percentage of your <i>clients</i> has invested	d in the <i>private fund</i> ?		
<u>Private</u>	e Offering			
21. Ha	s the <i>private fund</i> ever relied on an exemption from regis	stration of its securities under Regulation D of the Securities Act of 1933?	Ye ⊙	s No
22. If y	yes, provide the <i>private fund's</i> Form D file number (if any)	: :		
Fo	rm D file number			
02	21-340233			
Auditor 23. (a)	(1) Are the <i>private fund's</i> financial statements subject to	o an annual audit?	Ye	s N
.o. (a)		e financial statements prepared in accordance with U.S. GAAP?	•	
	you must complete questions (b) through (f) separately	o questions (b) through (h) below. If the <i>private fund</i> uses more than one aud y for each auditing firm.	iting firi	m,
	Additional Auditor Information : 1 Record(s) Filed.			
	If the answer to question 23.(a)(1) is "yes," respond firm, you must complete questions (b) through (f) sep	to questions (b) through (h) below. If the <i>private fund</i> uses more than one a parately for each auditing firm.	uditing	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS LLP			
	(c) The location of the auditing firm's office responsit	ole for the <i>private fund's</i> audit (city, state and country):		
	City: State:	Country:		
	NEW YORK New Yor	United States		
	(d) Is the auditing firm an independent public account	ant?	Yes ©	No
	(e) Is the auditing firm registered with the Public Cor	mpany Accounting Oversight Board?	•	0
			v	~
	If yes, Public Company Accounting Oversight Boa 238	rd-Assigned Number:		
	(f) If "yes" to (e) above, is the auditing firm subject accordance with its rules?	to regular inspection by the Public Company Accounting Oversight Board in	•	0
(~)	Are the private fund's audited financial statements for the	he most recently completed fiscal year distributed to the <i>private fund's</i>		s N
(g)	investors?	ne most recently completed fiscal year distributed to the <i>private fund's</i>	•	
(h)	Do all of the reports prepared by the auditing firm for the	he <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	opinio t	ns?
` '		, 3	,	

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

<u>Prime E</u>	<u>Broker</u>					
24 (a)	Does the <i>private fund</i> use one	or more prime brokers?	Yes	No ⊙		
	If the answer to question 24.(a	a) is "yes," respond to questions (b) t	through (e) below for each prime broker the <i>private fund</i> uses. If the <i>priva</i> is (b) through (e) separately for each prime broker.			
		No In	formation Filed			
Custodi	ian					
custoui	<u>ian</u>		Yes	No		
25. (a)	,		ers listed above) to hold some or all of its assets?	0		
			through (g) below for each custodian the <i>private fund</i> uses. If the <i>private i</i> rough (g) separately for each custodian.	runa		
	Additional Custodian Inform	ation : 1 Record(s) Filed.				
		•	b) through g) below for each custodian the <i>private fund</i> uses. If the <i>private</i> s (b) through (g) separately for each custodian.	Š		
	(b) Legal name of custodian CITIBANK, N.A	:				
	(c) Primary business name of CITIBANK, N.A	of custodian:				
	(d) The location of the custo	odian's office responsible for <i>custody</i> c	of the <i>private fund's</i> assets (city, state and country):			
	City: NEW YORK	State: New York	Country: United States			
	NEW TORK	New TOLK	Yes N	No		
	(e) Is the custodian a relate	d person of your firm?	0 0	•		
	(f) If the custodian is a brok	ker-dealer, provide its SEC registration	n number (if any):			
	-					
	CRD Number (if any):					
	(g) If the custodian is not a identifier (if any)	broker-dealer, or is a broker-dealer b	out does not have an SEC registration number, provide its legal entity			
Admini	<u>strator</u>		Yes	. No		
26. (a)	Does the private fund use an a	dministrator other than your firm?	•	0		
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.					
	Additional Administrator Info	ormation : 1 Record(s) Filed.				
		.(a) is "yes," respond to questions (b aplete questions (b) through (f) separa	) through (f) below. If the <i>private fund</i> uses more than one ately for each administrator.			
	(b) Name of administrator: EA RESIG LLC					
	(c) Location of administrator	r (city, state and country):				
	City:	State:	Country:			
	NEW YORK	New York	United States			

		(e) Does the administrator prepare and send investor account statements to the private fund's investors?		
		(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."		
27.	you 100			
	rele	lude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining a evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (include cations) was the valuation determined by such <i>person</i> .	-	
<u>Maı</u>	kete	<u>ers</u>		
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	No ©
	(=)	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.		
		No Information Filed		
A. PI	RIVA	TE FUND		
nfo	rmat	tion About the <i>Private Fund</i>		
1	(-)	Name of the analysis found		
1.	(a)	Name of the <i>private fund</i> :  AB U.S. REAL ESTATE (NON-U.S.) FUND III, L.P.		
	(b)	Private fund identification number:		
		(include the "805-" prefix also)		
		805-3860941777		
2.	Und	der the laws of what state or country is the <i>private fund</i> organized:		
		State: Country:		
		Delaware United States		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
		me of General Partner, Manager, Trustee, or Director U.S. REAL ESTATE MANAGEMENT III, LLC		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		No Information Filed		
4.	The	e private fund (check all that apply; you must check at least one):		
		(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	V	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
		No Information Filed		
6	(2)	Is this a "master fund" in a master-feeder arrangement?	Yes	
6.		If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	0	⊙
		No Information Filed		

	(c) Is this a "feeder fund" in a master-feeder arrangement?	$\odot$	0
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	each	n of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	$\circ$	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	e fun	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 2,845,305		
<u>Ow</u>	nership_		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 500,000 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners:  11		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 15%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%	Vac	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		

Your Advisory Services

r	Name of adviser to private fund SEC file number CRD number		
F	PROSPECT RIDGE 801-114474 299594		
		Υe	es
	oo any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?		
	f the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the private fund is question 18.(a) is "no," leave this question blank.	ne ans	SW
	No Information Filed		
		Υe	es
	our <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	)
)TE	For purposes of this question, do not consider feeder funds of the private fund.		
pro	eximately what percentage of your clients has invested in the private fund?		
6			
- O	offering The Control of the Control		
	<del>normg</del>	Υe	es
s t	he private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	)
	s, provide the <i>private fund's</i> Form D file number (if any):  D file number		
rr			
21- rs ) ((	401639  E PROVIDERS  1) Are the <i>private fund's</i> financial statements subject to an annual audit?  2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	6	9
21- 21- 21- 21- 21- 21- 21- 21- 21- 21-	PROVIDERS  1) Are the <i>private fund's</i> financial statements subject to an annual audit?	6	• •
21- 'ICE  rs  (;; ) (; ) (; ) y	E PROVIDERS  1) Are the <i>private fund's</i> financial statements subject to an annual audit?  2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit	6	•
21- TICE rs ) (; ; ;	E PROVIDERS  1) Are the <i>private fund's</i> financial statements subject to an annual audit?  2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit ou must complete questions (b) through (f) separately for each auditing firm.	(ting fir	• n
21- 'ICE  rs  (;; ) (; ) (; ) y	E PROVIDERS  1) Are the <i>private fund's</i> financial statements subject to an annual audit? 2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit ou must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditim, you must complete questions (b) through (f) separately for each auditing firm.	(ting fir	• n
21- TICE TS (;	E PROVIDERS  1) Are the <i>private fund's</i> financial statements subject to an annual audit? 2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit ou must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audition that the private fund uses more than one audition that the private fund uses more than one audition.	(ting fir	• n
21- TICE rs (; (; y	PROVIDERS  1) Are the <i>private fund's</i> financial statements subject to an annual audit?  2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit ou must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS LLP	(ting fir	• m
21- ICE rs (;	PROVIDERS  1) Are the <i>private fund's</i> financial statements subject to an annual audit? 2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit ou must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):	(ting fir	• • • • • • • • • • • • • • • • • • •
!1- ICE (; (;	PROVIDERS  1) Are the <i>private fund's</i> financial statements subject to an annual audit? 2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit ou must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):	(ting fir	• n
!1- ICE (; (;	1) Are the <i>private fund's</i> financial statements subject to an annual audit? 2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit ou must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditim, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States	ting fir	9 mm
!1- ICE (; (;	E PROVIDERS  1) Are the <i>private fund's</i> financial statements subject to an annual audit?  2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit ou must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:	ting fir	9 mm
!1- ICE (; (;	1) Are the <i>private fund's</i> financial statements subject to an annual audit? 2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit ou must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditim, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States	ting fir	9 mm
21- ICE (; (; y	1) Are the <i>private fund's</i> financial statements subject to an annual audit? 2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP? If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit ou must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditim, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:  New YORK  New York  United States  (d) Is the auditing firm an <i>independent public accountant?</i>	ting fir	• n

	⊙ Yes O No O Report Not Yet Receive	ed		
	If you check "Report Not Yet Received," y	ou must promptly file an ame	ndment to your Form ADV to update your response w	hen the report is available.
Prime I	<u>Broker</u>			
				Yes No
24. (a)	Does the <i>private fund</i> use one or more p			0 0
	•	•	hrough (e) below for each prime broker the <i>private</i> s (b) through (e) separately for each prime broker.	•
		No Inf	ormation Filed	
Custod	<u>an</u>			
				Yes No
25. (a)	,		rs listed above) to hold some or all of its assets?	⊙ ○
	If the answer to question 25.(a) is "yes uses more than one custodian, you mus		hrough (g) below for each custodian the <i>private fui</i> ough (g) separately for each custodian.	nd uses. If the private fund
	Additional Custodian Information : 1	Record(s) Filed.		
	,		through g) below for each custodian the <i>private for</i> (b) through (g) separately for each custodian.	und uses. If the private
	CITIBANK, N.A			
	(c) Primary business name of custodicular CITIBANK, N.A	an:		
	(d) The location of the custodian's of	fice responsible for <i>custody</i> o	f the <i>private fund's</i> assets (city, state and country):	:
	City:	State:	Country:	
	NEW YORK	New York	United States	
				Yes No
	(e) Is the custodian a related person	or your firm?		○ ●
	(f) If the custodian is a broker-dealer	r, provide its SEC registration	number (if any):	
	CRD Number (if any):			
	(g) If the custodian is not a broker-d identifier (if any)	ealer, or is a broker-dealer b	ut does not have an SEC registration number, prov	ride its <i>legal entity</i>
<u>Admini</u>	strator			Yes No
26. (a)	Does the <i>private fund</i> use an administra	tor other than your firm?		• O
	·	," respond to questions (b) the	nrough (f) below. If the private fund uses more that	
	Additional Administrator Information	· · · · · · · · · · · · · · · · · · ·	trator.	
	If the answer to question 26.(a) is "you administrator, you must complete que		through (f) below. If the <i>private fund</i> uses more that the state of t	nan one
	(b) Name of administrator:			

EA RESIG LLC

(c) Location of administrator (city, state and country):

(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?

		City: NEW YORK	State: New York	Country: United States	
		(d) Is the administrator a	related person of your firm?		Yes No ○ •
			•	atements to the <i>private fund's</i> investors? out not all investors) ONo (provided to no inve	stors)
				s the investor account statements to the (rest of the) private fund's investors, respond "	
27.		related person?	percentage of the <i>private fund's</i> assets	(by value) was valued by a person, such as an	administrator, that is not
	Inclu relev	ude only those assets where	nation used for purposes of investor sub	n procedure established for that asset, if any, i escriptions, redemptions or distributions, and fe	
<u>Ma</u>	rketer	<u>rs</u>			
28	(2)	Doos the private funduse the	services of someone other than you o	r your <i>employees</i> for marketing purposes?	Yes No
20.	\$	You must answer "yes" whe similar <i>person</i> . If the answer	ther the <i>person</i> acts as a placement ago to question 28.(a) is "yes," respond to	ent, consultant, finder, introducer, municipal adquestions (b) through (g) below for each such applete questions (b) through (g) separately for	marketer the <i>private fund</i>
			No In	formation Filed	
<b>1 nfo</b>	(a) [ / (b) /	on About the Private Fund  Name of the private fund:  AB U.S. REAL ESTATE (TAX-EX  Private fund identification nur  (include the "805-" prefix als  805-7144207124	nber:		
2.	Unda	or the laws of what state or	country is the <i>private fund</i> organized:		
۷.		State:	Country:		
	[	Delaware	United Sta	tes	
3.	(a) 1	Name(s) of General Partner,	Manager, Trustee, or Directors (or <i>pers</i>	ons serving in a similar capacity):	
		ne of General Partner, Mana			
	AB U	J.S. REAL ESTATE MANAGEME	NT III, LLC		
	(b) I	If filing an <i>umbrella registratio</i>		ng adviser(s) that sponsor(s) or manage(s) this mation Filed	private fund.
4.		•	oply; you must check at least one):  from the definition of investment comp	any under section 3(c)(1) of the Investment Co	mpany Act of 1940
		•	·	any under section 3(c)(7) of the Investment Co	. •
5.	List t	the name and country, in En	glish, of each <i>foreign financial regulator</i> y	authority with which the private fund is register	ed.
			, , , , , , , , , , , , , , , , , , , ,	mation Filed	
					Yes No
6.	(a) I	Is this a "master fund" in a r	naster-feeder arrangement?		○ ●

	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?  No Information Filed		
	(c) Is this a "fooder fund" in a master fooder arrangement?		No
	<ul><li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li><li>(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?</li></ul>	⊙	0
	Name of private fund:		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	² eacl	h of
	No Information Filed		
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
0	(a) In this projects found a "found of founda"?		No
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment	0	•
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.  (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment		No
,,	Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 39,008,691		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 500,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).	!	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  132		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 15%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O

Advisory Services					
				Ye	s ľ
a) Are you a subadvise	·			•	-
	stion 17.(a) is "yes," provide the name a o," leave this question blank.	and SEC file number, if any, of the adviser o	f the <i>private fund</i> . If the ans	wer to	
Name of adviser to	private fund	SEC file number	CRD number		
PROSPECT RIDGE		801-114474	299594		
				Ye	s N
-		sers listed in Section 7.B.(1).A.3.(b)) advise		0	•
•	stion 18.(a) is "yes," provide the name a "no," leave this question blank.	and SEC file number, if any, of the other adv	visers to the <i>private fund.</i> If t	the ansv	ver
		No Information Filed			
				Ye	s N
re your <i>clients</i> solicited	to invest in the private fund?			•	(
IOTE: For purposes of th	's question, do not consider feeder funds d	of the private fund.			
	entage of your <i>clients</i> has invested in th	ne private fund?			
%					
te Offering					
				Ye	s N
as the <i>private fund</i> even	relied on an exemption from registration	n of its securities under Regulation D of the	Securities Act of 1933?	•	(
· · · · · · · · · · · · · · · · · · ·	e fund's Form D file number (if any):				
Form D file number 021-375798 VICE PROVIDERS	e fund's Form D file number (if any):				
Form D file number 021-375798  VICE PROVIDERS  Ors	e fund's Form D file number (if any):	annual audit?		Ye ©	
Form D file number 021-375798  VICE PROVIDERS  ors  a) (1) Are the private for	and's financial statements subject to an a	annual audit? ncial statements prepared in accordance wit	h U.S. GAAP?	_	(
Form D file number 021-375798  VICE PROVIDERS  a) (1) Are the <i>private fu</i> (2) If the answer to que	and's financial statements subject to an a	ncial statements prepared in accordance wit		©	
Form D file number 021-375798  VICE PROVIDERS  a) (1) Are the <i>private fu</i> (2) If the answer to que you must complete o	<i>and's</i> financial statements subject to an a question 23.(a)(1) is "yes," are the finar stion 23.(a)(1) is "yes," respond to ques	ncial statements prepared in accordance wit		©	(
Form D file number 021-375798  VICE PROVIDERS  a) (1) Are the <i>private fo</i> (2) If the answer to que you must complete of  Additional Auditor  If the answer to que	and's financial statements subject to an a question 23.(a)(1) is "yes," are the finan stion 23.(a)(1) is "yes," respond to ques questions (b) through (f) separately for e	ncial statements prepared in accordance with stions (b) through (h) below. If the <i>private f</i> each auditing firm.	und uses more than one aud	iting firr	•
Form D file number 021-375798  VICE PROVIDERS  a) (1) Are the <i>private fu</i> (2) If the answer to que you must complete of Additional Auditor  If the answer to q firm, you must cor	and's financial statements subject to an a question 23.(a)(1) is "yes," are the finant stion 23.(a)(1) is "yes," respond to quest questions (b) through (f) separately for e and the finantian in	ncial statements prepared in accordance with stions (b) through (h) below. If the <i>private f</i> each auditing firm.	und uses more than one aud	iting firr	(
Torm D file number 021-375798  VICE PROVIDERS  a) (1) Are the <i>private fu</i> (2) If the answer to que you must complete of  Additional Auditor  If the answer to que firm, you must complete to the functional functional functional firm, you must complete to the firm of the	and's financial statements subject to an a question 23.(a)(1) is "yes," are the finant stion 23.(a)(1) is "yes," respond to quest questions (b) through (f) separately for each and the financial statements and the financial statements are the financial statements.  Information: 1 Record(s) Filed.  Question 23.(a)(1) is "yes," respond to question 23.(a)(1) is "yes," respond to question and the firm:	ncial statements prepared in accordance with stions (b) through (h) below. If the <i>private f</i> each auditing firm.	und uses more than one aud	iting firr	(
Torm D file number 021-375798  VICE PROVIDERS  a) (1) Are the <i>private fu</i> (2) If the answer to que you must complete of  Additional Auditor  If the answer to que firm, you must complete to the functional functional functional firm, you must complete to the firm of the	and's financial statements subject to an a question 23.(a)(1) is "yes," are the finant stion 23.(a)(1) is "yes," respond to quest questions (b) through (f) separately for e and the finantian in	ncial statements prepared in accordance with stions (b) through (h) below. If the <i>private f</i> each auditing firm.	und uses more than one aud	iting firr	•
Torm D file number 021-375798  VICE PROVIDERS  a) (1) Are the private for (2) If the answer to que you must complete or (4)  Additional Auditor  If the answer to q firm, you must cor (b) Name of the a PRICEWATERE	und's financial statements subject to an a question 23.(a)(1) is "yes," are the financial statements are the financial statements are the financial statements. The second to question 23.(a)(1) is "yes," respond to question questions (b) through (f) separate auditing firm:	ncial statements prepared in accordance with stions (b) through (h) below. If the <i>private f</i> each auditing firm.	e fund uses more than one audi	iting firr	(
Torm D file number 021-375798  VICE PROVIDERS  a) (1) Are the private for (2) If the answer to que you must complete of Additional Auditor  If the answer to q firm, you must complete of (b) Name of the answer to q firm, you must complete of (c) The location of City:	and's financial statements subject to an a question 23.(a)(1) is "yes," are the financial statements are the financial statements. The stion 23.(a)(1) is "yes," respond to questions (b) through (f) separately for elementary for ele	ncial statements prepared in accordance with stions (b) through (h) below. If the private feach auditing firm.  Diestions (b) through (h) below. If the private ely for each auditing firm.  The private fund's audit (city, state and country:	e fund uses more than one audi	iting firr	(
Torm D file number 021-375798  VICE PROVIDERS  a) (1) Are the private for (2) If the answer to que you must complete or (4)  Additional Auditor  If the answer to q firm, you must cor (b) Name of the a PRICEWATERH	and's financial statements subject to an acquestion 23.(a)(1) is "yes," are the financial statements are the financial statements. The stion 23.(a)(1) is "yes," respond to questions (b) through (f) separately for election 23.(a)(1) is "yes," respond to question 23.(a)(1) is "yes," respond to question questions (b) through (f) separate additing firm:  **ROUSECOOPERS LLP**  The auditing firm's office responsible for	ncial statements prepared in accordance with stions (b) through (h) below. If the private feach auditing firm.  Descriptions (b) through (h) below. If the private ely for each auditing firm.	e fund uses more than one audi	iting firm	( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( (
Torm D file number 021-375798  VICE PROVIDERS  a) (1) Are the private for (2) If the answer to que you must complete or Additional Auditor  If the answer to q firm, you must complete or (b) Name of the a PRICEWATERH  (c) The location or City: NEW YORK	and's financial statements subject to an acquestion 23.(a)(1) is "yes," are the financial stion 23.(a)(1) is "yes," respond to questions (b) through (f) separately for elementary for ele	ncial statements prepared in accordance with stions (b) through (h) below. If the private feach auditing firm.  Diestions (b) through (h) below. If the private ely for each auditing firm.  The private fund's audit (city, state and country:	e fund uses more than one audi	iting firmulating	No.
Torm D file number 021-375798  VICE PROVIDERS  a) (1) Are the private for (2) If the answer to que you must complete or Additional Auditor  If the answer to q firm, you must complete or (b) Name of the a PRICEWATERH  (c) The location or City: NEW YORK	and's financial statements subject to an a question 23.(a)(1) is "yes," are the financial statements are the financial statements. The stion 23.(a)(1) is "yes," respond to questions (b) through (f) separately for elementary for ele	ncial statements prepared in accordance with stions (b) through (h) below. If the private feach auditing firm.  Diestions (b) through (h) below. If the private ely for each auditing firm.  The private fund's audit (city, state and country:	e fund uses more than one audi	iting firm	( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( (
Torm D file number 021-375798  VICE PROVIDERS  a) (1) Are the private for (2) If the answer to que you must complete or (3)  Additional Auditor  If the answer to que firm, you must complete or (4)  (b) Name of the answer to que you must complete or (5)  (c) The location or (6)  City:  NEW YORK  (d) Is the auditing	and's financial statements subject to an acquestion 23.(a)(1) is "yes," are the financial stion 23.(a)(1) is "yes," respond to questions (b) through (f) separately for elementary for ele	ncial statements prepared in accordance with stions (b) through (h) below. If the private feach auditing firm.  Diestions (b) through (h) below. If the private fely for each auditing firm.  The private fund's audit (city, state and country:  United States	e fund uses more than one audi	iting firmulating	n,
Torm D file number 021-375798  VICE PROVIDERS  a) (1) Are the private for (2) If the answer to que you must complete or (3)  Additional Auditor  If the answer to que firm, you must complete or (4)  (b) Name of the answer to que you must complete or (5)  (c) The location or (6)  City:  NEW YORK  (d) Is the auditing	and's financial statements subject to an acquestion 23.(a)(1) is "yes," are the financial statements are the financial station 23.(a)(1) is "yes," respond to questions (b) through (f) separately for elementary for elementary for elementary for elementary formation:  Information: 1 Record(s) Filed.  Lestion 23.(a)(1) is "yes," respond to question questions (b) through (f) separate for a state:  Information: 1 Record(s) Filed.  Lestion 23.(a)(1) is "yes," respond to question firm:  Louision 24.(a)(1) is "yes," respond to question firm:  Louision 25.(a)(1) is "yes," respond to question firm:  Louision 26.(a)(1) is "yes," respond to question firm:  Louision 26.(a)(1) is "yes," respond to question firm:  Louision 26.(a)(1) is "yes," respond to question	ncial statements prepared in accordance with stions (b) through (h) below. If the private feach auditing firm.  Diestions (b) through (h) below. If the private fely for each auditing firm.  The private fund's audit (city, state and country:  United States	e fund uses more than one audi	iting firmulating  Yes	n,
Torm D file number 021-375798  VICE PROVIDERS  a) (1) Are the private for (2) If the answer to que you must complete or (3)  Additional Auditor  If the answer to que firm, you must complete or (4)  (b) Name of the answer to que you must complete or (5)  (c) The location or (6)  City:  NEW YORK  (d) Is the auditing (e) Is the auditing (1)	and's financial statements subject to an acquestion 23.(a)(1) is "yes," are the financial statements are the financial station 23.(a)(1) is "yes," respond to questions (b) through (f) separately for elementary for elementary for elementary for elementary formation:  Information: 1 Record(s) Filed.  Lestion 23.(a)(1) is "yes," respond to question questions (b) through (f) separate for a state:  Information: 1 Record(s) Filed.  Lestion 23.(a)(1) is "yes," respond to question firm:  Louision 24.(a)(1) is "yes," respond to question firm:  Louision 25.(a)(1) is "yes," respond to question firm:  Louision 26.(a)(1) is "yes," respond to question firm:  Louision 26.(a)(1) is "yes," respond to question firm:  Louision 26.(a)(1) is "yes," respond to question	ncial statements prepared in accordance with stions (b) through (h) below. If the private feach auditing firm.  Diestions (b) through (h) below. If the private elly for each auditing firm.  The private fund's audit (city, state and councountry:  United States  The Accounting Oversight Board?	e fund uses more than one audi	iting firmulating  Yes	No.

		Yes No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	⊙ ○
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	?snoiniqo b
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is available.
Prime I	<u>Broker</u>	
24 (a)	Does the <i>private fund</i> use one or more prime brokers?	Yes No
21. (a)	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	C
	No Information Filed	
<u>Custod</u>	<u>ian</u>	Yes No
25. (a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	© 0
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	
	Additional Custodian Information : 1 Record(s) Filed.	
	If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If t fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:  CITIBANK, N.A  (c) Primary business name of custodian:  CITIBANK, N.A	ne private
	(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):	
	City: State: Country:	
	NEW YORK New York United States	Yes No
	(e) Is the custodian a <i>related person</i> of your firm?	0 0
	(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):	
	CRD Number (if any):	
	(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal e identifier (if any)	entity
Admini	istrator	
		Yes No
26. (a)	Does the private fund use an administrator other than your firm?	⊙ ○
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one adminimust complete questions (b) through (f) separately for each administrator.	strator, you
	Additional Administrator Information : 1 Record(s) Filed.	

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the *private fund* uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.

		of administrator: SIG LLC			
	EA RES	JIG LLG			
	(c) Location	on of administrator (city,	state and country):		
	City:	(OD)(	State:	Country:	
	NEW Y	ORK	New York	United States	Yes No
	(d) Is the	administrator a <i>related</i> µ	person of your firm?		O •
	(e) Does t	the administrator prepar	re and send investor account sta	atements to the <i>private fund's</i> investors?	
	<b>⊙</b> Yes	(provided to all investor	rs) O Some (provided to some b	out not all investors) $_{ m C}$ No (provided to no inv	estors)
		•		s the investor account statements to the (rest (rest of the) private fund's investors, respond	· •
	your <i>related perso</i> 100% Include only thos relevant quotes,	on? se assets where (i) such	<i>person</i> carried out the valuatio sed for purposes of investor sub	(by value) was valued by a <i>person</i> , such as a n procedure established for that asset, if any, escriptions, redemptions or distributions, and for	including obtaining any
Marl	<u>ceters</u>				
					Yes No
28.	You must an similar person	swer "yes" whether the n. If the answer to quest	person acts as a placement age tion 28.(a) is "yes," respond to	r your <i>employees</i> for marketing purposes? ent, consultant, finder, introducer, municipal ac questions (b) through (g) below for each such aplete questions (b) through (g) separately for	marketer the private fund
			No In	formation Filed	
. PR	IVATE FUND				
nfor	mation About the	e <i>Private Fund</i>			
1.	(a) Name of the	private fund:			
		R ARBITRAGE (DELAWAR)	E) FUND, L.P.		
	• •	identification number: "805-" prefix also)			
	805-5866613	•			
2.	Under the laws o	of what state or country	is the <i>private fund</i> organized:		
	State:	what state or country	Country:		
	Delaware		United Sta	tes	
3.	(a) Name(s) of G	General Partner, Manage	r, Trustee, or Directors (or <i>pers</i>	ons serving in a similar capacity):	
		al Partner, Manager, Tr			
	AB MERGER ABR	ITRAGE MANAGEMENT LL	C		
	(b) If filing an <i>un</i>	mbrella registration, ident	ify the <i>filing adviser</i> and/or <i>relyi</i>	ng adviser(s) that sponsor(s) or manage(s) this	s private fund
	(b) II IIIII g air an	The real registration, ident		mation Filed	private rana.
			140 111101		
4.	The <i>private fund</i> (	(check all that apply: vo	u must check at least one):		
				any under section 3(c)(1) of the Investment Co	ompany Act of 1940
	(2) qualifies f	for the exclusion from th	e definition of investment comp	any under section 3(c)(7) of the Investment Co	ompany Act of 1940

5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

	No Information Filed		
		Yes	No
	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	•	0
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :  AB MERGER ARBITRAGE (MASTER) FUND, L.P.  Private fund identification number:  (include the "805-" prefix also)  805-9977361303		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	า 7.B.(	(1)
	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	or eac	h of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially a assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this <i>private fund</i> a "fund of funds"?	t issue	
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
).	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private	ate fui	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
۱.	Current gross asset value of the <i>private fund</i> : \$ 51,841,898		
WI	nership_		
2.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).	е	
}.	Approximate number of the <i>private fund's</i> beneficial owners:  2		
١.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
<u>5</u> .	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		

0%

		TES INO
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of t Company Act of 1940, are sales of the fund limited to qualified clients?	the Investment C C
16.	<ul><li>16. What is the approximate percentage of the <i>private fund</i> beneficially owned by non-<i>United States persons</i>:</li></ul>	
You	Your Advisory Services	
		Yes No
17.	17. (a) Are you a subadviser to this <i>private fund</i> ?	0 0
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>priv</i> question 17.(a) is "no," leave this question blank.	vate rund. If the answer to
	No Information Filed	
		Yes No
18.	18. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the priva	~ ~
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to to question 18.(a) is "no," leave this question blank.	the <i>private fund</i> . If the answer
	No Information Filed	
		Yes No
19.	19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0 0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	
20.	20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?	
	1%	
Priv	Private Offering	
	<del></del>	Yes No
21.	21. Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities	es Act of 1933?
22	22. If yes, provide the <i>private fund's</i> Form D file number (if any):	
22.	Form D file number	
	021-279208	
B. SE	. SERVICE PROVIDERS	
Λιιd	Auditor <u>s</u>	
Auu	<u>auditors</u>	Yes No
23.	23. (a) (1) Are the private fund's financial statements subject to an annual audit?	⊙ ○
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GA	AAP? © O
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses you must complete questions (b) through (f) separately for each auditing firm.	more than one auditing firm,
	Additional Auditor Information : 1 Record(s) Filed.	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> use firm, you must complete questions (b) through (f) separately for each auditing firm.	es more than one auditing
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS LLP	
	(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):	
	City: State: Country:	
	NEW YORK New York United States	Yes No
	(d) Is the auditing firm an independent public accountant?	
	The second secon	<b>⊙</b> ○
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	⊙ ○
	If yes, Public Company Accounting Oversight Board-Assigned Number:	

(f)	If "yes" to (e) above, is the auditing firm subject to regular accordance with its rules?		
			Yes
	the <i>private fund's</i> audited financial statements for the most restors?	ecently completed fiscal year distributed to the <i>private fund's</i>	•
Do a	II of the reports prepared by the auditing firm for the private	fund since your last annual updating amendment contain unqualified o	pinions
<b>⊙</b> γ	es C No C Report Not Yet Received		
If yc	u check "Report Not Yet Received," you must promptly file an a	mendment to your Form ADV to update your response when the report i	s availa
roke	<u>r</u>		Yes
Doe:	s the private fund use one or more prime brokers?		0
	e answer to question 24.(a) is "yes," respond to questions (I uses more than one prime broker, you must complete quest	b) through (e) below for each prime broker the <i>private fund</i> uses. If the broker (e) separately for each prime broker.	ne <i>priva</i>
	No	Information Filed	
	s the <i>private fund</i> use any custodians (including the prime bro	okers listed above) to hold some or all of its assets?	Yes
	•	b) through (g) below for each custodian the <i>private fund</i> uses. If the through (g) separately for each custodian.	orivate
Add	more than one custodian, you must complete questions (b)	through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the	
Add	Internation in the custodian information in the answer to question 25. (a) is "yes," respond to questions and uses more than one custodian, you must complete question.  Internation in the custodian in the custo	through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the	
Add If full (b)	Internation in the custodian, you must complete questions (b)  Internation information: 1 Record(s) Filed.  Internation information information information information information information informati	through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the ons (b) through (g) separately for each custodian.	
Add If full (b)	Internation one custodian, you must complete questions (b)  Itional Custodian Information: 1 Record(s) Filed.  Ithe answer to question 25.(a) is "yes," respond to questions and uses more than one custodian, you must complete question)  Legal name of custodian:  INTERNATIONAL FUND SERVICES (NA) LLC  Primary business name of custodian:  STATE STREET BANK  The location of the custodian's office responsible for custodian.	through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the ons (b) through (g) separately for each custodian.	
Add If full (b)	Internation one custodian, you must complete questions (b)  Itional Custodian Information: 1 Record(s) Filed.  Ithe answer to question 25.(a) is "yes," respond to questions and uses more than one custodian, you must complete question)  Legal name of custodian:  INTERNATIONAL FUND SERVICES (NA) LLC  Primary business name of custodian:  STATE STREET BANK  The location of the custodian's office responsible for custodian.	through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the ons (b) through (g) separately for each custodian.	
Add If full (b) (c) (d)	Intional Custodian Information: 1 Record(s) Filed.  the answer to question 25.(a) is "yes," respond to questions and uses more than one custodian, you must complete question.  Legal name of custodian: INTERNATIONAL FUND SERVICES (NA) LLC  Primary business name of custodian: STATE STREET BANK  The location of the custodian's office responsible for custodian: State:	through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the ons (b) through (g) separately for each custodian.  (b) through (g) separately for each custodian.  (c) of the <i>private fund's</i> assets (city, state and country):  Country:	Yes
Add If full (b) (c) (d)	Internal Custodian Information: 1 Record(s) Filed.  Ithe answer to question 25.(a) is "yes," respond to questions and uses more than one custodian, you must complete question.  Legal name of custodian: INTERNATIONAL FUND SERVICES (NA) LLC  Primary business name of custodian: STATE STREET BANK  The location of the custodian's office responsible for custodian: City: State: BOSTON Massachusetts  Is the custodian a related person of your firm?	through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the ons (b) through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the ons (b) through (g) separately for each custodian.	Yes
Add If full (b) (c) (d)	Interest than one custodian, you must complete questions (b)  Interest that the answer to question 25.(a) is "yes," respond to questions and uses more than one custodian, you must complete question.  Interest that the custodian: INTERNATIONAL FUND SERVICES (NA) LLC  Primary business name of custodian: STATE STREET BANK  The location of the custodian's office responsible for custodian: State: BOSTON  Massachusetts  Is the custodian a related person of your firm?	through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the ons (b) through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the ons (b) through (g) separately for each custodian.	Yes
Add If full (b) (c) (d)	Internal Custodian Information: 1 Record(s) Filed.  Ithe answer to question 25.(a) is "yes," respond to questions and uses more than one custodian, you must complete question.  Legal name of custodian: INTERNATIONAL FUND SERVICES (NA) LLC  Primary business name of custodian: STATE STREET BANK  The location of the custodian's office responsible for custodian: State: BOSTON  Massachusetts  Is the custodian a related person of your firm?  If the custodian is a broker-dealer, provide its SEC registra.  CRD Number (if any):	through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the ons (b) through (g) separately for each custodian.  (b) through g) below for each custodian the <i>private fund</i> uses. If the ons (b) through (g) separately for each custodian.	Yes O
Add (b) (c) (d) (g)	Interest than one custodian, you must complete questions (b)  Itional Custodian Information: 1 Record(s) Filed.  Ithe answer to question 25.(a) is "yes," respond to questions and uses more than one custodian, you must complete question.  I Legal name of custodian: INTERNATIONAL FUND SERVICES (NA) LLC  Primary business name of custodian: STATE STREET BANK  The location of the custodian's office responsible for custodian: BOSTON  Massachusetts  Is the custodian a related person of your firm?  If the custodian is a broker-dealer, provide its SEC registrated.  CRD Number (if any):  If the custodian is not a broker-dealer, or is a broker-dealer identifier (if any)	through (g) separately for each custodian.  (b) through g) below for each custodian the private fund uses. If the ons (b) through (g) separately for each custodian.  (y) of the private fund's assets (city, state and country):  Country: United States	Yes I
Add (b) (c) (d) (e) (f)	Interest than one custodian, you must complete questions (b)  Itional Custodian Information: 1 Record(s) Filed.  Ithe answer to question 25.(a) is "yes," respond to questions and uses more than one custodian, you must complete question.  I Legal name of custodian: INTERNATIONAL FUND SERVICES (NA) LLC  Primary business name of custodian: STATE STREET BANK  The location of the custodian's office responsible for custodian: BOSTON  Massachusetts  Is the custodian a related person of your firm?  If the custodian is a broker-dealer, provide its SEC registrated.  CRD Number (if any):  If the custodian is not a broker-dealer, or is a broker-dealer identifier (if any)	through (g) separately for each custodian.  (b) through g) below for each custodian the private fund uses. If the ons (b) through (g) separately for each custodian.  (y) of the private fund's assets (city, state and country):  Country: United States	Yes O

Additional Administrator Information : 1 Record(s) Filed.

		•	stion 26.(a) is "yes," respond to questions (b) thi nust complete questions (b) through (f) separately	,	nan one
	(b)	Name of adminis	strator:		
		INTERNATIONAL	FUND SERVICES (NA) LLC		
	(c)	Location of admi	nistrator (city, state and country):		
		City:	State:	Country:	
		BOSTON	Massachusetts	United States	V N-
	(d)	Is the administra	ator a related person of your firm?		Yes No ○ •
	(e)		strator prepare and send investor account stater to all investors) Some (provided to some but	·	rs)
	(f)		question 26.(e) is "no" or "some," who sends the estor account statements are not sent to the (res		•
27.	your related 100% Include of relevant of the second	red person?  Inly those assets of the properties of the person in the pe	where (i) such <i>person</i> carried out the valuation properties of the private fund's assets (by where (i) such <i>person</i> carried out the valuation properties of investor subscription determined by such <i>person</i> .	rocedure established for that asset, if any, inclu	uding obtaining any
Mar	<u>keters</u>				Yes No
28.	(a) Does	the <i>private fund</i> (	use the services of someone other than you or yo	our employees for marketing purposes?	0 6
	simila	ar <i>person</i> . If the ar	" whether the <i>person</i> acts as a placement agent, nswer to question 28.(a) is "yes," respond to que d uses more than one marketer you must comple	estions (b) through (g) below for each such ma	or or other solicitor, or rketer the <i>private fund</i>
			No Inforn	nation Filed	
PF	RIVATE FUI	ND			
nfo	rmation A	bout the <i>Private</i>	Fund		
1.		e of the <i>private fui</i>			
		SV PARTNERS I (C <i>i</i> <i>te fund</i> identificati	·		
	. ,	ide the "805-" pre			
		4379714179			
2.	Under the	e laws of what sta	ate or country is the <i>private fund</i> organized:		
_,	State		Country:		
			Cayman Islands		
3.			rtner, Manager, Trustee, or Directors (or <i>persons</i>	serving in a similar capacity):	
		General Partner PARTNERS I G.P., L	, Manager, Trustee, or Director		
	AD-LSV I	ARTINERS F G.F., I			
	(b) If filin	ng an <i>umbrella reg</i>	nistration, identify the filing adviser and/or relying a		vate fund.
			No Informa	tion Filed	
4.		te fund (check all			

5.	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	$\circ$	•
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		Yes	Nic
	(c) Is this a "feeder fund" in a master-feeder arrangement?	6	0
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	٠	
	Name of <i>private fund</i> :  LSV SPECIAL OPPORTUNITIES DOMESTIC FUND VI-A, L.P.		
	Private fund identification number:		
	(include the "805-" prefix also)		
	805-1022074176		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(ʻ	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	r each	ı of
	No Information Filed		
8.	<ul><li>(a) Is this <i>private fund</i> a "fund of funds"?</li><li>NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.</li><li>(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i>?</li></ul>	Yes	•
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes	
10.	. What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private	te fun	ıd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> :		
	\$ 11,539,377		
<u>Ov</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 250,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).	<u>;</u>	
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
	23		
14	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		

15%

(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

15.	(a) 0%	what is the approximate percentage of the <i>pr</i>	<i>ivate rund</i> beneficially o	owned (in the aggregate) by lunds of lund	5.		
	070					Yes	No
		If the private fund qualifies for the exclusion fr Company Act of 1940, are sales of the fund lin			f the Investment	0	0
16.	Wha	at is the approximate percentage of the <i>private</i>	e fund beneficially owne	d by non- <i>United States persons</i> :			
Υοι	ur Ad	lvisory Services					NI -
17.	(a)	Are you a subadviser to this <i>private fund</i> ?				Yes	INO
		If the answer to question 17.(a) is "yes," prov question 17.(a) is "no," leave this question bla		file number, if any, of the adviser of the $ ho$	<i>rivate fund</i> . If the ansv	_	~
			No Info	ormation Filed			
						Yes	No
18.		Do any investment advisers (other than the in		•			0
	(0)	If the answer to question 18.(a) is "yes," prov to question 18.(a) is "no," leave this question		file number, if any, of the other advisers t	o the <i>private rund</i> . If t	ne answe	er
		Name of Other Adviser to private fund		SEC file number	CRD number		
		LSV ADVISORS, LLC		801-71798	154922		
10	۸ro	your <i>clients</i> solicited to invest in the <i>private fur</i>	nd?			Yes	
17.		E: For purposes of this question, do not consider		vate fund		0	⊙
20	Ann	roximately what percentage of your <i>clients</i> has	s invested in the <i>private</i>	e fund?			
20.	Арр 1%	roximately what percentage of your <i>clients</i> has	s invested in the <i>private</i>	e runa?			
Pri	vate	Offering					
21.	Has	the <i>private fund</i> ever relied on an exemption f	rom registration of its s	securities under Regulation D of the Securi	ties Act of 1933?	Yes •	No
		,	3	J		•	
22.	If y	es, provide the <i>private fund's</i> Form D file numbe	er (if any):				
		m D file number					
	02	-423303					
3 5	FR\/I	CE PROVIDERS					
J. J		SET NOVIDENS					
Aud	ditors	<u> </u>					
0.0		(4) 4 1 1 1 1 5 1 6 1 6 1 1 1 1 1 1 1 1 1 1 1		lue.		Yes	No
23.	(a)	<ul><li>(1) Are the <i>private fund's</i> financial statements</li><li>(2) If the answer to question 23.(a)(1) is "yes</li></ul>	•		C	•	0
		•		, ,		<b>⊙</b>	0
		If the answer to question 23.(a)(1) is "yes," r you must complete questions (b) through (f) s		•	s more than one audi	ting firm	,
		Additional Auditor Information : 1 Record(s	s) Filed.				
		If the answer to question 23.(a)(1) is "yes," firm, you must complete questions (b) throu	·	,	ises more than one au	uditing	
		(b) Name of the auditing firm:					
		PRICEWATERHOUSECOOPERS					
		(c) The location of the auditing firm's office	responsible for the <i>pri</i> u	vate fund's audit (city, state and country):			
		City:	State:	Country:			
		NEW YORK	New York	United States			
		(d) Is the auditing firm an independent publi	ic accountant?			Yes N	_
		(a) is the additing fifth an independent publi	t attouillaill!			⊙ (	

	e) Is the auditing firm registered with the Public Company Accounting Oversight Board?		
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
(f	) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	С
		٧	'es
	the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's estors?		⊙
n) Do	all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualifie	d opini	onsí
•	Yes O No O Report Not Yet Received		
If y	ou check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repo	t is av	ailab
Broke	e <u>r</u>		
		Υ	'es
	es the <i>private fund</i> use one or more prime brokers?		0
	ne answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. I d uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the p	rivat
	No Information Filed		
<u>dian</u>		Y	'es
n) Doe	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? ne answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the same of the custodian, you must complete questions (b) through (g) separately for each custodian.		<b>′es</b> <b>⊙</b> ate fu
If thuse	ne answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the		•
If the use	ne answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the s more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e <i>priva</i>	<b>⊙</b> ate fu
If the use	he answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the answer to question 25.(a) is "yes," respond to questions (b) through (g) separately for each custodian.  The the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If	e <i>priva</i>	<b>⊙</b> ate fu
If the use Ad If fu	ne answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian.  ditional Custodian Information: 1 Record(s) Filed.  The answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If any duses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e <i>priva</i>	<b>⊙</b> ate fu
Ad  If the use Ad  If for (the content of the conte	the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian.  The answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If and uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  D) Legal name of custodian:  CITCO GLOBAL CUSTODY, (N.A.) N.V.	e <i>priva</i>	<b>⊙</b> ate fu
Ad  If the use Ad  If for (the content of the conte	the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If and uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Description:  CITCO GLOBAL CUSTODY, (N.A.) N.V.  CITCO GLOBAL CUSTODY, (N.A.) N.V.  CITCO The location of the custodian:  CITCO The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):  City:  State:  Country:	e <i>priva</i>	<b>⊙</b> nte fu
Ad  If the use Ad  If for (the content of the conte	the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian.  ditional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If and uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  D) Legal name of custodian: CITCO GLOBAL CUSTODY, (N.A.) N.V.  E) Primary business name of custodian: CITCO  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):	e <i>priva</i>	ente fu
Ad  If the use Ad  If full (the content of the cont	the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If and uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Description:  CITCO GLOBAL CUSTODY, (N.A.) N.V.  CITCO GLOBAL CUSTODY, (N.A.) N.V.  CITCO The location of the custodian:  CITCO The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):  City:  State:  Country:	e <i>priva</i>	<b>⊙</b> nte f
Ad  If the use Ad  If full (the content of the cont	the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the answer than one custodian, you must complete questions (b) through (g) separately for each custodian.  CITCO GLOBAL CUSTODY, (N.A.) N.V.  Primary business name of custodian: CITCO  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country): City: State: Country: CAMANA BAY Cayman Islands  Is the custodian a <i>related person</i> of your firm?	e <i>priva</i>	onte fi
If the use Ad If for the control of the use of the control of the use of the control of the cont	the answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian.  If the answer to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If and uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Description:  Description:	e <i>priva</i>	ente fo

26. (a) Does the *private fund* use an administrator other than your firm?

Yes No

⊙ ○

Add	litional Administrator Information : 1 Record(s) F	iled.
	the answer to question 26.(a) is "yes," respond to oministrator, you must complete questions (b) through	questions (b) through (f) below. If the <i>private fund</i> uses more than one gh (f) separately for each administrator.
(b)	) Name of administrator:	
	CITCO	
(c)	. 3	
	City: State CAMANA BAY	e: Country: Cayman Islands
		Yes No
(d)	) Is the administrator a <i>related person</i> of your firm?	○ ●
(e)	• •	r account statements to the <i>private fund's</i> investors? ed to some but not all investors) ONO (provided to no investors)
(f)	•	," who sends the investor account statements to the (rest of the) private fund's sent to the (rest of the) private fund's investors, respond "not applicable."
elevant Ilocation eters a) Does You simil	quotes, and (ii) the valuation used for purposes of ns) was the valuation determined by such <i>person</i> .  Is the <i>private fund</i> use the services of someone other must answer "yes" whether the <i>person</i> acts as a plant ar <i>person</i> . If the answer to question 28.(a) is "yes,"	the valuation procedure established for that asset, if any, including obtaining any investor subscriptions, redemptions or distributions, and fee calculations (including  Yes Nor than you or your <i>employees</i> for marketing purposes?  accement agent, consultant, finder, introducer, municipal advisor or other solicitor, or respond to questions (b) through (g) below for each such marketer the <i>private fund</i>
elevant illocation eters a) Does You simil	quotes, and (ii) the valuation used for purposes of ns) was the valuation determined by such <i>person</i> .  Is the <i>private fund</i> use the services of someone other must answer "yes" whether the <i>person</i> acts as a plant ar <i>person</i> . If the answer to question 28.(a) is "yes,"	Yes Note than you or your employees for marketing purposes?  accement agent, consultant, finder, introducer, municipal advisor or other solicitor, or respond to questions (b) through (g) below for each such marketer the private fund ou must complete questions (b) through (g) separately for each marketer.
elevant allocation eters (a) Does You simil	quotes, and (ii) the valuation used for purposes of ns) was the valuation determined by such <i>person</i> .  Is the <i>private fund</i> use the services of someone other must answer "yes" whether the <i>person</i> acts as a plant ar <i>person</i> . If the answer to question 28.(a) is "yes,"	Yes Proceeding that the private fund of the calculations (including and fee calculations) (including and fee calculations) (including and fee calculations) (including a proceeding procedure) (including a procedure) (includ
relevant allocation <b>ceters</b> (a) Does  You simil	quotes, and (ii) the valuation used for purposes of ns) was the valuation determined by such <i>person</i> .  Is the <i>private fund</i> use the services of someone other must answer "yes" whether the <i>person</i> acts as a plant ar <i>person</i> . If the answer to question 28.(a) is "yes,"  If the <i>private fund</i> uses more than one marketer years.	Yes Note than you or your employees for marketing purposes?  accement agent, consultant, finder, introducer, municipal advisor or other solicitor, or respond to questions (b) through (g) below for each such marketer the private fund ou must complete questions (b) through (g) separately for each marketer.
relevant allocation  ceters  (a) Does You simil uses	quotes, and (ii) the valuation used for purposes of ns) was the valuation determined by such <i>person</i> .  Is the <i>private fund</i> use the services of someone other must answer "yes" whether the <i>person</i> acts as a plant ar <i>person</i> . If the answer to question 28.(a) is "yes,"  If the <i>private fund</i> uses more than one marketer years.	Yes Note than you or your employees for marketing purposes?  accement agent, consultant, finder, introducer, municipal advisor or other solicitor, or respond to questions (b) through (g) below for each such marketer the private fund ou must complete questions (b) through (g) separately for each marketer.
eters  (a) Does You similuses  VATE FU  mation A  (a) Nam AB-L  (b) Priva (incline)	quotes, and (ii) the valuation used for purposes of ns) was the valuation determined by such <i>person</i> .  Is the <i>private fund</i> use the services of someone other must answer "yes" whether the <i>person</i> acts as a plant ar <i>person</i> . If the answer to question 28.(a) is "yes,"  If the <i>private fund</i> uses more than one marketer years.	Yes Note than you or your employees for marketing purposes?  accement agent, consultant, finder, introducer, municipal advisor or other solicitor, or respond to questions (b) through (g) below for each such marketer the private fund ou must complete questions (b) through (g) separately for each marketer.
elevant allocation eters  a) Does You similates  VATE FU  mation A  a) Nam AB-L  b) Privation (inclusion) 805-	quotes, and (ii) the valuation used for purposes of ns) was the valuation determined by such <i>person</i> .  Is the <i>private fund</i> use the services of someone other must answer "yes" whether the <i>person</i> acts as a plant person. If the answer to question 28.(a) is "yes," If the <i>private fund</i> uses more than one marketer year. If the <i>private fund</i> uses more than one marketer year.  About the <i>Private Fund</i> The of the <i>private fund</i> :  SV PARTNERS I (DELAWARE), L.P.  The fund identification number:  The under the "805-" prefix also)	Yes Note that the private fund our must complete questions (b) through (g) separately for each marketer.  No Information Filed
elevant location eters  a) Does You similar uses  a) Nam AB-L b) Privation (incluses) 805- ander the State	quotes, and (ii) the valuation used for purposes of ns) was the valuation determined by such <i>person</i> .  Is the <i>private fund</i> use the services of someone other must answer "yes" whether the <i>person</i> acts as a plant ar <i>person</i> . If the answer to question 28.(a) is "yes," If the <i>private fund</i> uses more than one marketer year. If the <i>private fund</i> :  SV PARTNERS I (DELAWARE), L.P. ate fund identification number: ude the "805-" prefix also)  4578381036	Yes Note that the private fund our must complete questions (b) through (g) separately for each marketer.  No Information Filed
relevant allocation (seters)  (a) Does You similates (similates)  IVATE FU  mation A  (a) Nam AB-L (inclusion (inclusion))  805-  Under the State (inclusion)	quotes, and (ii) the valuation used for purposes of the private fund use the services of someone other must answer "yes" whether the person acts as a plant person. If the answer to question 28.(a) is "yes," at the private fund uses more than one marketer year. If the private fund uses more than one marketer year.  About the Private Fund  The of the private fund:  SV PARTNERS I (DELAWARE), L.P.  Atte fund identification number:  ude the "805-" prefix also)  4578381036  The laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the private fund of the laws of what state or country is the laws of what state or country is the laws of what state or country is the laws of the laws of what state or country is the laws of wh	Yes Note that the private fund our must complete questions (b) through (g) separately for each marketer.  No Information Filed  Proganized:  Country:  United States

(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.

	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
	(2) qualifies for the exchasion from the definition of investment company and of section of (5) (7) or the investment company for or 17) to		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes	No
5.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		Yes	Nο
	(c) Is this a "feeder fund" in a master-feeder arrangement?	•	0
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	•	~
	Name of private fund:		
	LSV SPECIAL OPPORTUNITIES DOMESTIC FUND VI-A, L.P.		
	Private fund identification number:		
	(include the "805-" prefix also) 805-1022074176		
	803-1022074170		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	r eacl	n of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
3.	(a) Is this <i>private fund</i> a "fund of funds"?		$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investmen vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	t	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
2	During your last final year, did the private fund invest in cognities issued by investment companies registered under the Investment	Yes	
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the private fund?		
	C hedge fund C liquidity fund for private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private fund C needed.	ite fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> :		
	\$ 157,920,296		
<u>Dw</u>	<u>vnership</u>		
12	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 250,000		

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the

organizational documents of the fund).

No Information Filed

13.	596	
14.	14. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related pers</i> 17%	ons:
15.	<ul><li>15. (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by fu</li></ul>	nds of funds:
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section Company Act of 1940, are sales of the fund limited to qualified clients?	Yes No on 3(c)(1) of the Investment O O
16.	16. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States person</i> 0%	S:
Υοι	Your Advisory Services	
17.	17. (a) Are you a subadviser to this <i>private fund</i> ?	Yes No
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviquestion 17.(a) is "no," leave this question blank.	
	No Information Filed	
18.	18. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) ad	Yes No dvise the <i>private fund</i> ?
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other to question 18.(a) is "no," leave this question blank.	·
	Name of Other Adviser to <i>private fund</i> LSV ADVISORS, LLC  801-71798	CRD number
	150 NB VISONS, EEC	Yes No
19.	19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0 0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	
20.	20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  2%	
<u>Priv</u>	Private Offering	
21.	21. Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of	f the Securities Act of 1933?  • • • •
22.	22. If yes, provide the <i>private fund's</i> Form D file number (if any):	
	Form D file number	
	021-425303	
3. S	SERVICE PROVIDERS	
Auc	<u>Auditors</u>	
23	23. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Yes No
23.	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance	e with U.S. GAAP?
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>priv</i> you must complete questions (b) through (f) separately for each auditing firm.	~ ~
	Additional Auditor Information : 1 Record(s) Filed.	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the $p$ firm, you must complete questions (b) through (f) separately for each auditing firm.	rivate fund uses more than one auditing
	(b) Name of the auditing firm:	
	PRICEWATERHOUSECOOPERS	
	(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and	I country):

City:	State:	Country:		
NEW YORK	New York	United States		
(d) Is the auditing firm an inc	dependent public accountant?		Yes ©	No
(e) Is the auditing firm regist	ered with the Public Company Accou	nting Oversight Board?	•	0
	ccounting Oversight Board-Assigned N	Number:		
238				
(f) If "yes" to (e) above, is the accordance with its rules?		spection by the Public Company Accounting Oversight Board in	•	0
			Υe	es No
Are the <i>private fund's</i> audited fir investors?	nancial statements for the most recer	ntly completed fiscal year distributed to the private fund's	•	0
Do all of the reports prepared by	y the auditing firm for the <i>private fun</i>	d since your last annual updating amendment contain unqualifie	d opinio	ns?
€ Yes C No C Report Not Ye	t Received			
If you check "Report Not Yet Reco	eived," you must promptly file an amei	ndment to your Form ADV to update your response when the repo	rt is avai	ilable.
<u>Broker</u>			Ye	es No
Does the <i>private fund</i> use one o	r more prime brokers?		(	) (0
•		hrough (e) below for each prime broker the <i>private fund</i> uses. It is (b) through (e) separately for each prime broker.	f the <i>pri</i>	vate
	No Inf	formation Filed		
	No Inf	formation Filed		
	No Inf	formation Filed		
<u>an</u>	No Inf	formation Filed	Ye	as No
		rs listed above) to hold some or all of its assets?	Υe	
Does the <i>private fund</i> use any collist the answer to question 25.(a)	ustodians (including the prime broker ) is "yes," respond to questions (b) t	rs listed above) to hold some or all of its assets? hrough (g) below for each custodian the <i>private fund</i> uses. If th	•	0
Does the <i>private fund</i> use any collif the answer to question 25.(a) uses more than one custodian,	ustodians (including the prime broker ) is "yes," respond to questions (b) th you must complete questions (b) thr	rs listed above) to hold some or all of its assets?	•	0
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Does the <i>private fund</i> use any collif the answer to question 25. (a) uses more than one custodian,  Additional Custodian Information Information and Information Information Information 25.	ustodians (including the prime broker ) is "yes," respond to questions (b) the you must complete questions (b) the tion: 1 Record(s) Filed.  (a) is "yes," respond to questions (b)	rs listed above) to hold some or all of its assets?  hrough (g) below for each custodian the <i>private fund</i> uses. If though (g) separately for each custodian.  In through g) below for each custodian the <i>private fund</i> uses. If the	e <i>privat</i>	e fund
Does the <i>private fund</i> use any collif the answer to question 25. (a) uses more than one custodian,  Additional Custodian Information Information and Information Information Information 25.	ustodians (including the prime broker ) is "yes," respond to questions (b) the you must complete questions (b) the tion: 1 Record(s) Filed.  (a) is "yes," respond to questions (b)	rs listed above) to hold some or all of its assets? hrough (g) below for each custodian the <i>private fund</i> uses. If th ough (g) separately for each custodian.	e <i>privat</i>	e fund
Does the <i>private fund</i> use any collif the answer to question 25. (a) uses more than one custodian,  Additional Custodian Information Information and Information Information Information 25.	ustodians (including the prime broker ) is "yes," respond to questions (b) the you must complete questions (b) the tion: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) odian, you must complete questions	rs listed above) to hold some or all of its assets?  hrough (g) below for each custodian the <i>private fund</i> uses. If though (g) separately for each custodian.  In through g) below for each custodian the <i>private fund</i> uses. If the	e <i>privat</i>	e fund
Does the <i>private fund</i> use any collif the answer to question 25. (a) uses more than one custodian,  Additional Custodian Informa  If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:	ustodians (including the prime broker) is "yes," respond to questions (b) the you must complete questions (b) threfore tion: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) odian, you must complete questions  (N.A.) N.V.	rs listed above) to hold some or all of its assets?  hrough (g) below for each custodian the <i>private fund</i> uses. If though (g) separately for each custodian.  In through g) below for each custodian the <i>private fund</i> uses. If the	e <i>privat</i>	e fund
Does the <i>private fund</i> use any collif the answer to question 25. (a) uses more than one custodian,  Additional Custodian Informa  If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:  CITCO GLOBAL CUSTODY,  (c) Primary business name of CITCO	ustodians (including the prime broker) is "yes," respond to questions (b) the you must complete questions (b) the tion: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) odian, you must complete questions  (N.A.) N.V.	rs listed above) to hold some or all of its assets?  hrough (g) below for each custodian the <i>private fund</i> uses. If though (g) separately for each custodian.  In through g) below for each custodian the <i>private fund</i> uses. If the	e <i>privat</i>	e fund
Does the <i>private fund</i> use any collif the answer to question 25. (a) uses more than one custodian,  Additional Custodian Informa  If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:  CITCO GLOBAL CUSTODY,  (c) Primary business name of CITCO  (d) The location of the custodian:  City:	ustodians (including the prime broker) is "yes," respond to questions (b) the you must complete questions (b) the tion: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) odian, you must complete questions  (N.A.) N.V.	rs listed above) to hold some or all of its assets?  hrough (g) below for each custodian the private fund uses. If though (g) separately for each custodian.  o through g) below for each custodian the private fund uses. If the (b) through (g) separately for each custodian.	e <i>privat</i>	e fund
Does the <i>private fund</i> use any collist the answer to question 25. (a) uses more than one custodian,  Additional Custodian Informa  If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:  CITCO GLOBAL CUSTODY,  (c) Primary business name of CITCO  (d) The location of the custodianse custodi	ustodians (including the prime broker) is "yes," respond to questions (b) the you must complete questions (b) the tion: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) odian, you must complete questions  (N.A.) N.V.	rs listed above) to hold some or all of its assets?  hrough (g) below for each custodian the <i>private fund</i> uses. If though (g) separately for each custodian.  In through g) below for each custodian the <i>private fund</i> uses. If the through (g) separately for each custodian.	e <i>privat</i>	e fund
Does the <i>private fund</i> use any collif the answer to question 25. (a) uses more than one custodian,  Additional Custodian Informa  If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:  CITCO GLOBAL CUSTODY,  (c) Primary business name of CITCO  (d) The location of the custodian:  City:	ustodians (including the prime broker) is "yes," respond to questions (b) the you must complete questions (b) the tion: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) odian, you must complete questions  (N.A.) N.V.  f custodian:  dian's office responsible for custody of State:	rs listed above) to hold some or all of its assets?  hrough (g) below for each custodian the private fund uses. If though (g) separately for each custodian.  o through g) below for each custodian the private fund uses. If the (b) through (g) separately for each custodian.	e private	e fund
Does the <i>private fund</i> use any collif the answer to question 25. (a) uses more than one custodian,  Additional Custodian Informa  If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:  CITCO GLOBAL CUSTODY,  (c) Primary business name of CITCO  (d) The location of the custodian:  City:  CAMANA BAY  (e) Is the custodian a related	ustodians (including the prime broker) is "yes," respond to questions (b) the you must complete questions (b) the tion: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) odian, you must complete questions  (N.A.) N.V.  f custodian:  dian's office responsible for custody of State:	rs listed above) to hold some or all of its assets?  hrough (g) below for each custodian the <i>private fund</i> uses. If though (g) separately for each custodian.  I through g) below for each custodian the <i>private fund</i> uses. If the through (g) separately for each custodian.  If the private fund's assets (city, state and country):  Country:  Cayman Islands	e private	nte No
Does the <i>private fund</i> use any collif the answer to question 25. (a) uses more than one custodian,  Additional Custodian Informa  If the answer to question 25. fund uses more than one custodian:  (b) Legal name of custodian:  CITCO GLOBAL CUSTODY,  (c) Primary business name of CITCO  (d) The location of the custodian:  City:  CAMANA BAY  (e) Is the custodian a related	ustodians (including the prime broker) is "yes," respond to questions (b) the you must complete questions (b) the tion: 1 Record(s) Filed.  (a) is "yes," respond to questions (b) odian, you must complete questions  (N.A.) N.V.  f custodian:  dian's office responsible for custody of State:	rs listed above) to hold some or all of its assets?  hrough (g) below for each custodian the <i>private fund</i> uses. If though (g) separately for each custodian.  I through g) below for each custodian the <i>private fund</i> uses. If the through (g) separately for each custodian.  If the private fund's assets (city, state and country):  Country:  Cayman Islands	e private	No

	If the answer to question 26.(a) is "ymust complete questions (b) through	n (f) separately for each admir		
	Additional Administrator Informat			
	If the answer to question 26.(a) is administrator, you must complete		b) through (f) below. If the <i>private fund</i> uses more than one arately for each administrator.	
	(b) Name of administrator: CITCO			
	(c) Location of administrator (city	, state and country):		
	City:	State:	Country:	
	CAMANA BAY		Cayman Islands Y	es No
	(d) Is the administrator a related p	person of your firm?		0 0
	(e) Does the administrator prepar	re and send investor account	statements to the <i>private fund's</i> investors?	
			e but not all investors) O No (provided to no investors)	
			ds the investor account statements to the (rest of the) private fund e (rest of the) private fund's investors, respond "not applicable."	'S
	r rolated norcon?		ts (by value) was valued by a person, such as an administrator, tha	1 13 1101
100 Incl	ude only those assets where (i) such	•	ion procedure established for that asset, if any, including obtaining a	any
100 Incl	ow with the seassets where (i) such	sed for purposes of investor s		any
100 Incl rele allo	ude only those assets where (i) such evant quotes, and (ii) the valuation uscations) was the valuation determine	sed for purposes of investor s	ion procedure established for that asset, if any, including obtaining a	any uding
ncl ncl ele allo	ude only those assets where (i) such evant quotes, and (ii) the valuation use cations) was the valuation determine	sed for purposes of investor sed by such <i>person</i> .	ion procedure established for that asset, if any, including obtaining a	any uding Yes No
ncl ncl ele allo	ude only those assets where (i) such evant quotes, and (ii) the valuation use cations) was the valuation determined ers  Does the <i>private fund</i> use the service You must answer "yes" whether the similar <i>person</i> . If the answer to quest	sed for purposes of investor sed by such <i>person</i> .  es of someone other than you person acts as a placement attion 28.(a) is "yes," respond the second to be seen acts as a placement attion 28.(a) is "yes," respond to see the second s	ion procedure established for that asset, if any, including obtaining aubscriptions, redemptions or distributions, and fee calculations (inclu	any uding Yes No O ⊙ tor, or
ncl ncl ele allo	ude only those assets where (i) such evant quotes, and (ii) the valuation use cations) was the valuation determined ers  Does the <i>private fund</i> use the service You must answer "yes" whether the similar <i>person</i> . If the answer to quest	esed for purposes of investor sed by such <i>person</i> .  es of someone other than you est person acts as a placement action 28.(a) is "yes," respond than one marketer you must contact.	ion procedure established for that asset, if any, including obtaining aubscriptions, redemptions or distributions, and fee calculations (includes or your employees for marketing purposes?  gent, consultant, finder, introducer, municipal advisor or other solicity of questions (b) through (g) below for each such marketer the private	any uding Yes No O • tor, or
100 Incl rele allo	ude only those assets where (i) such evant quotes, and (ii) the valuation use cations) was the valuation determined ers  Does the <i>private fund</i> use the service You must answer "yes" whether the similar <i>person</i> . If the answer to quest	esed for purposes of investor sed by such <i>person</i> .  es of someone other than you est person acts as a placement action 28.(a) is "yes," respond than one marketer you must contact.	ion procedure established for that asset, if any, including obtaining abscriptions, redemptions or distributions, and fee calculations (includes or your employees for marketing purposes?  gent, consultant, finder, introducer, municipal advisor or other solicity of questions (b) through (g) below for each such marketer the private purposes (b) through (g) separately for each marketer.	any uding Yes No O • tor, or
1100 Inclinction of the control of t	ude only those assets where (i) such evant quotes, and (ii) the valuation use cations) was the valuation determined ers  Does the <i>private fund</i> use the service You must answer "yes" whether the similar <i>person</i> . If the answer to quest	esed for purposes of investor sed by such <i>person</i> .  es of someone other than you est person acts as a placement a tion 28.(a) is "yes," respond than one marketer you must contact.	ion procedure established for that asset, if any, including obtaining abscriptions, redemptions or distributions, and fee calculations (includes or your employees for marketing purposes?  gent, consultant, finder, introducer, municipal advisor or other solicity of questions (b) through (g) below for each such marketer the private purposes (b) through (g) separately for each marketer.	any uding Yes No O © tor, or
oc ncl ele illo <b>ete</b> a)	ude only those assets where (i) such evant quotes, and (ii) the valuation uscations) was the valuation determined the services.  Does the private fund use the services are you must answer "yes" whether the similar person. If the answer to quest uses. If the private fund uses more the similar person is the private fund uses more the similar person.	esed for purposes of investor sed by such <i>person</i> .  es of someone other than you est person acts as a placement a tion 28.(a) is "yes," respond than one marketer you must contact.	ion procedure established for that asset, if any, including obtaining abscriptions, redemptions or distributions, and fee calculations (includes or your employees for marketing purposes?  gent, consultant, finder, introducer, municipal advisor or other solicity of questions (b) through (g) below for each such marketer the private purposes (b) through (g) separately for each marketer.	any uding Yes No O © tor, or
ncl releallo eta (a)	ude only those assets where (i) such evant quotes, and (ii) the valuation uscations) was the valuation determined.  Pers  Does the private fund use the service. You must answer "yes" whether the similar person. If the answer to quest uses. If the private fund uses more than the	esed for purposes of investor sed by such <i>person</i> .  es of someone other than you est person acts as a placement a tion 28.(a) is "yes," respond than one marketer you must contact.	ion procedure established for that asset, if any, including obtaining abscriptions, redemptions or distributions, and fee calculations (includes or your employees for marketing purposes?  gent, consultant, finder, introducer, municipal advisor or other solicity of questions (b) through (g) below for each such marketer the private purposes (b) through (g) separately for each marketer.	any uding Yes No O • tor, or
ncl ncl releallo	ude only those assets where (i) such evant quotes, and (ii) the valuation userations) was the valuation determined.  Pers  Does the private fund use the service you must answer "yes" whether the similar person. If the answer to quest uses. If the private fund uses more the private fund uses more than the private fund.  TE FUND  TE FUND  Name of the private fund:  AB-LSV PARTNERS II (CAYMAN), L.P.	esed for purposes of investor sed by such <i>person</i> .  es of someone other than you est person acts as a placement a tion 28.(a) is "yes," respond than one marketer you must contact.	ion procedure established for that asset, if any, including obtaining abscriptions, redemptions or distributions, and fee calculations (includes or your employees for marketing purposes?  gent, consultant, finder, introducer, municipal advisor or other solicity of questions (b) through (g) below for each such marketer the private purposes (b) through (g) separately for each marketer.	any uding Yes No O ⊙ tor, or
1100 Inclinction of the control of t	ude only those assets where (i) such evant quotes, and (ii) the valuation userations) was the valuation determined.  Pers  Does the private fund use the service. You must answer "yes" whether the similar person. If the answer to quest uses. If the private fund uses more the private fund uses more than the private fund.  TE FUND  Telephone Telep	esed for purposes of investor sed by such <i>person</i> .  es of someone other than you est person acts as a placement a tion 28.(a) is "yes," respond than one marketer you must contact.	ion procedure established for that asset, if any, including obtaining abscriptions, redemptions or distributions, and fee calculations (includes or your employees for marketing purposes?  gent, consultant, finder, introducer, municipal advisor or other solicity of questions (b) through (g) below for each such marketer the private purposes (b) through (g) separately for each marketer.	any uding Yes No O ⊙ tor, or
ncl releallo (a) VA	ude only those assets where (i) such evant quotes, and (ii) the valuation userations) was the valuation determined.  Pers  Does the private fund use the service. You must answer "yes" whether the similar person. If the answer to quest uses. If the private fund uses more the private fund.  TE FUND  TE FUND  Name of the private fund:  AB-LSV PARTNERS II (CAYMAN), L.P.  Private fund identification number:	esed for purposes of investor sed by such <i>person</i> .  es of someone other than you est person acts as a placement a tion 28.(a) is "yes," respond than one marketer you must contact.	ion procedure established for that asset, if any, including obtaining abscriptions, redemptions or distributions, and fee calculations (includes or your employees for marketing purposes?  gent, consultant, finder, introducer, municipal advisor or other solicity of questions (b) through (g) below for each such marketer the private purposes (b) through (g) separately for each marketer.	any uding Yes No O ⊙ tor, or
occupation	ude only those assets where (i) such evant quotes, and (ii) the valuation userations) was the valuation determined.  Pers  Does the private fund use the service you must answer "yes" whether the similar person. If the answer to quest uses. If the private fund uses more the private fund uses more the private fund:  Name of the private fund:  AB-LSV PARTNERS II (CAYMAN), L.P.  Private fund identification number: (include the "805-" prefix also)	esed for purposes of investor sed by such <i>person</i> .  es of someone other than you est person acts as a placement a tion 28.(a) is "yes," respond than one marketer you must contact.	ion procedure established for that asset, if any, including obtaining abscriptions, redemptions or distributions, and fee calculations (includes or your employees for marketing purposes?  gent, consultant, finder, introducer, municipal advisor or other solicity of questions (b) through (g) below for each such marketer the private purposes (b) through (g) separately for each marketer.	any uding Yes No O ⊙ tor, or
100 Include allo releasing allo rele	ude only those assets where (i) such evant quotes, and (ii) the valuation userations) was the valuation determined.  Pers  Does the private fund use the service you must answer "yes" whether the similar person. If the answer to quest uses. If the private fund uses more the private fund uses more the private fund:  Name of the private fund:  AB-LSV PARTNERS II (CAYMAN), L.P.  Private fund identification number: (include the "805-" prefix also)	es of someone other than you person acts as a placement ation 28. (a) is "yes," respond than one marketer you must converge to the person acts as a placement at the person acts are person acts as a placement at the person acts are person acts as a placement at the person acts are person acts a	ion procedure established for that asset, if any, including obtaining abscriptions, redemptions or distributions, and fee calculations (includes or your employees for marketing purposes?  gent, consultant, finder, introducer, municipal advisor or other solicity of questions (b) through (g) below for each such marketer the private purposes (b) through (g) separately for each marketer.	any uding Yes No O ⊙ tor, or

Cayman Islands

Administrator

	Name of General Partner, Manager, Trustee, or Director		
	GENERAL PARTNER: AB-LSV PARTNERS II G.P., LLC, A DELAWARE LIMITED LIABILITY COMPANY		
(	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
	The <i>private fund</i> (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
L	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
_	No Information Filed		
		<b>Yes</b>	No
	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		
	No Information Filed		
		⁄es	No
	c) Is this a "feeder fund" in a master-feeder arrangement?	•	0
(	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?		
	Name of private fund:		
	LSV SPECIAL OPPORTUNITIES DOMESTIC FUND VI-A, L.P.		
	Private fund identification number:  (include the "805-" prefix also)		
	805-1022074176  NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	.B.(	1)
f	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 1		
f	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section Tor the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for		
f I t	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section of the master-feeder arrangement or reporting on the funds separately.  If you are filling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	of th	eir
f I t	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section of the master-feeder arrangement or reporting on the funds separately.  If you are filling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	of the sue	eir d
f I t I r ( ) r	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment	of the sue	eir
f I t	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.	each of the	eir d
f It	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment	of the sue	eir d No
f It	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.	each of the sue	eir d No
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.	each of the sue	eir d No
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section of the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.  (b) If yes, does the private fund invest in funds managed by you or by a related person?	each of the suecessory of the	eir d No
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filling a single Schedule D, Section or the master-feeder arrangement or reporting on the funds separately.  If you are filling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.  (b) If yes, does the private fund invest in funds managed by you or by a related person?  During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in instruction 6.e.)?  What type of fund is the private fund?	each of the suecessory of the	eir d No
f II t II I	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D. Section of the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D. Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this private fund a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.  (b) If yes, does the private fund invest in funds managed by you or by a related person?  During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	each of the suecessory of the	eir d No
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filling a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.  If you are filling a single Schedule D, Section 7.B. (1) for a master-feeder arrangement according to the instructions to this Section 7.B. (1), for the feeder funds answer the following questions:  No Information Filed  NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  (a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment webicles, regardless of whether they are also <i>private funds</i> or registered investment companies.  (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?  During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  What type of fund is the <i>private fund</i> ?  On hedge fund O liquidity fund P private equity fund P real estate fund Securitized asset fund V venture capital fund O other <i>private</i> fund P real estate fund Securitized asset fund V venture capital fund O other <i>private</i>	each of the suecessory of the	eir d No O No

<u>Ownership</u>

12.	. Minimum investment commitment required of an investor in the <i>private fund</i> :	
	\$ 250,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth	h in the
	organizational documents of the fund).	i iii tiie
13.	. Approximate number of the <i>private fund's</i> beneficial owners:	
	34	
14.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 13%	
15.	. (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:	
	0%	V N-
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes No
16.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 62%	
You	our Advisory Services	
47		Yes No
17.	<ul><li>(a) Are you a subadviser to this private fund?</li><li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the</li></ul>	O O
	question 17.(a) is "no," leave this question blank.	THSWELL TO
	No Information Filed	
		Yes No
18.	. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	<b>©</b> O
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . to question 18.(a) is "no," leave this question blank.	
	Name of Other Adviser to <i>private fund</i> LSV ADVISORS, LLC  801-71798  154922	<del>i</del> r
	104722	Yes No
19.	. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0 0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	
20.	. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%	
<u>Priv</u>	ivate Offering	
		Yes No
21.	. Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	⊙ ○
22.	. If yes, provide the <i>private fund's</i> Form D file number (if any):	
	Form D file number 021-425305	
	021-425305	
B S	SERVICE PROVIDERS	
Auc	<u>aditors</u>	
0.0	( ) (d) A           (	Yes No
23.	. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	0 0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one a	• • •
	you must complete questions (b) through (f) separately for each auditing firm.	additing mim,
	Additional Auditor Information : 1 Record(s) Filed.	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than on firm, you must complete questions (b) through (f) separately for each auditing firm.	e auditing

	PRICEWATERHOUSECOOPERS LLP		
	PRICEWATERHOUSECOOPERS LLP		
	(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):		
	City: State: Country:		
	NEW YORK New York United States	Yes N	Jo.
	(d) Is the auditing firm an independent public accountant?	_	_
			0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	© (	0
		Yes	No
((	g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	•	0
(ł	n) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	d opinions	s?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	rt is availa	ble.
<u>me</u>	<u>Broker</u>		
(8	a) Does the <i>private fund</i> use one or more prime brokers?	Yes	No •
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If		
	fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		
	No Information Filed		
sto	dian		
		Yes	No
(8	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25 (a) is "yes " respend to questions (b) through (a) below for each custodian the private fund uses. If the	o privata	O
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If th uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	ie private i	runc
	Additional Custodian Information : 1 Record(s) Filed.		
	If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If t	the private	
	fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	пе рплате	•
	(b) Legal name of custodian: CITCO GLOBAL CUSTODY, (N.A.) N.V.		
	CITCO GLOBAL CUSTODY, (N.A.) N.V.  (c) Primary business name of custodian:		
	CITCO GLOBAL CUSTODY, (N.A.) N.V.  (c) Primary business name of custodian: CITCO  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country): City:  State:  Country:		
	CITCO GLOBAL CUSTODY, (N.A.) N.V.  (c) Primary business name of custodian: CITCO  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):	Yes N	<b>Jo</b>
	CITCO GLOBAL CUSTODY, (N.A.) N.V.  (c) Primary business name of custodian: CITCO  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country): City:  State:  Country:	_	√lo •
	CITCO GLOBAL CUSTODY, (N.A.) N.V.  (c) Primary business name of custodian: CITCO  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country): City: City: CAMANA BAY, GRAND CAYMAN  Cayman Islands	_	_
	CITCO GLOBAL CUSTODY, (N.A.) N.V.  (c) Primary business name of custodian: CITCO  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country): City: City: CAMANA BAY, GRAND CAYMAN  Cayman Islands  (e) Is the custodian a <i>related person</i> of your firm?	_	_

Adminis	<u>trator</u>			
26 (a)	Does the <i>private fund</i> use an administrator other than your firm?			es No
	If the answer to question 26.(a) is "yes," respond to questions (b) through must complete questions (b) through (f) separately for each administrator		he <i>private fund</i> uses more than one administrator,	
	Additional Administrator Information : 1 Record(s) Filed.			
	If the answer to question 26.(a) is "yes," respond to questions (b) throu administrator, you must complete questions (b) through (f) separately for	•	•	
	(b) Name of administrator:  CITCO			
	(c) Location of administrator (city, state and country):			
	City:	State:	Country:	
	CAMANA BAY, GRAND CAYMAN		Cayman Islands	ا
	(d) Is the administrator a <i>related person</i> of your firm?		Yes N	• OI
	(a) to the dammentate a related person of year mini		0 ,	
	(e) Does the administrator prepare and send investor account stateme	nts to the <i>priva</i>	te fund's investors?	
	$_{f \odot}$ Yes (provided to all investors) $_{f \odot}$ Some (provided to some but no	t all investors)	$_{ m C}$ No (provided to no investors)	
	(f) If the answer to question 26.(e) is "no" or "some," who sends the i investors? If investor account statements are not sent to the (rest of		•	
	ing your last fiscal year, what percentage of the <i>private fund's</i> assets (by v r <i>related person</i> ?	alue) was value	ed by a <i>person</i> , such as an administrator, that is n	ot
Incli rele	ude only those assets where (i) such <i>person</i> carried out the valuation proc vant quotes, and (ii) the valuation used for purposes of investor subscriptications) was the valuation determined by such <i>person</i> .			
Markete	<u>ers</u>			
20 ()	Dear the makes for dear the second se			es No
	Does the <i>private fund</i> use the services of someone other than you or your	, •		
	You must answer "yes" whether the <i>person</i> acts as a placement agent, co similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questi uses. If the <i>private fund</i> uses more than one marketer you must complete	ons (b) through	n (g) below for each such marketer the <i>private fun</i>	
	No Informat	tion Filed		
Λ DD1.//^Τ	TE ELINID			
A. PRIVAT	ion About the <i>Private Fund</i>			

(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity

identifier (if any)

1. (a) Name of the private fund:

805-1694878090

AB-LSV PARTNERS II (DELAWARE), L.P.

(b) *Private fund* identification number: (include the "805-" prefix also)

2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:		
	Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	GENERAL PARTNER: AB-LSV PARTNERS II G.P., LLC, A DELAWARE LIMITED LIABILITY COMPANY		
	(b) If filling an undersity registration identify the filling advisor and/or valving advisor(c) that an analysis (c) as manager(c) this private find		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  No Information Filed		
	No Illiothation rileu		
4.	The private fund (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	$\circ$	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		V	N
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes	
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	⊙	0
	Name of private fund:		
	LSV SPECIAL OPPORTUNITIES DOMESTIC FUND VI-A, L.P.		
	Private fund identification number:		
	(include the "805-" prefix also)		
	805-1022074176		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	· eacł	า of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	_	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment	0	•
	Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		
10.	. What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other <i>privat</i>	e fun	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> :		

	\$ 10	6,308,246		
<u>Owr</u>	ners	<u>ship</u>		
12.		nimum investment commitment required of an investor in the <i>private fund</i> : 250,000		
	NO	TE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in ganizational documents of the fund).	the	
13.	App 996	proximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha	nat is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
	(a) 0%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	(b)	If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	o No
	Wha	nat is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u>You</u>	ır Ac	dvisory Services	Vas	s No
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	700	_
		If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answertion 17.(a) is "no," leave this question blank.	er to	•
		No Information Filed		
			Yes	. No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	•	0
	(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If t to question 18.(a) is "no," leave this question blank.	ne answ	/er
		Name of Other Adviser to <i>private fund</i> SEC file number CRD number		
		LSV ADVISORS, LLC 801-71798 154922		
10	•		Yes	No
19.		e your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
	NO	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App 3%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Priv</u>	<u>rate</u>	e Offering	Vos	s No
21.	Has	s the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0
22.		yes, provide the <i>private fund's</i> Form D file number (if any):		
		21-425303		
B. SE	ERVI	ICE PROVIDERS		
<u>Aud</u>	litor	<u>rs</u>		
22	(c)	(1) Are the private fund's financial statements subject to an annual sudita	_	s No
∠3.	(a)	<ul><li>(1) Are the <i>private fund's</i> financial statements subject to an annual audit?</li><li>(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?</li></ul>	•	0
			•ina fira	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one audi	ing tirn	1,

Add	itional Auditor Information : 1 Record(	(s) Filed.			
	he answer to question 23.(a)(1) is "yes, n, you must complete questions (b) thro		(h) below. If the <i>private fund</i> uses more than one aufirm.	uditing	l
(b)	Name of the auditing firm:				
	PRICEWATERHOUSECOOPERS LLP				
(c)	The location of the auditing firm's office City:	e responsible for the <i>private fund's</i> a State:	udit (city, state and country):  Country:		
	NEW YORK	New York	United States		
				Yes	No
(d)	Is the auditing firm an independent pub.	lic accountant?		$\odot$	0
(e)	Is the auditing firm registered with the	Public Company Accounting Oversi	ght Board?	•	0
	If yes, Public Company Accounting Over 238	rsight Board-Assigned Number:			
(f)	If "yes" to (e) above, is the auditing fire accordance with its rules?	m subject to regular inspection by t	he Public Company Accounting Oversight Board in	•	0
Are t	he <i>private fund's</i> audited financial statem	nents for the most recently complete	ed fiscal year distributed to the <i>private fund's</i>		es N
	itors?	)		,	• •
Do a	I of the reports prepared by the auditing	firm for the <i>private fund</i> since your	last annual updating amendment contain unqualified	opinio	ns?
<b>⊙</b> Y	es O No O Report Not Yet Received				
If yo	ı check "Report Not Yet Received," you mu	ust promptly file an amendment to yo	our Form ADV to update your response when the report	is ava	ilable
Broke	:				
Door	the <i>private fund</i> use one or more prime	brokers?			es N
If the	·	pond to questions (b) through (e) b	pelow for each prime broker the <i>private fund</i> uses. If n (e) separately for each prime broker.		o (
		No Information File	ed		
<u>an</u>					
					es N
	the <i>private fund</i> use any custodians (ince answer to question 25.(a) is "yes," res		ve) to noid some or all of its assets? below for each custodian the <i>private fund</i> uses. If the		• ( te fun
	more than one custodian, you must com		·	,	
Add	tional Custodian Information : 1 Recor	rd(s) Filed.			
	he answer to question 25.(a) is "yes," red uses more than one custodian, you mu		below for each custodian the <i>private fund</i> uses. If the (g) separately for each custodian.	ie <i>privi</i>	ate
(b)	Legal name of custodian: CITCO GLOBAL CUSTODY, (N.A.) N.V.				
(c)	Primary business name of custodian: CITCO				
(d)	The location of the custodian's office re	esponsible for <i>custody</i> of the <i>private</i>	fund's assets (city, state and country):		
	City:	Sta	3		
	CAMANA BAY, GRAND CAYMAN		Cayman Islands		
	Le the quetedian a related person of you			Yes	No

(a) Does the private fund use an administrator other than your firm?  If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information : 1 Record(s) Filed.  If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  CITCO  (c) Location of administrator (city, state and country):  City:  CAMANA BAY, GRAND CAYMAN  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (f) Yes (provided to all investors) —Some (provided to some but not all investors) —No (provided to no investors)  (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors, respond "not applicable."  (g) Descriptions are the account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  (g) Libering your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  (g) Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.	(f) If the cus	stodian is a broker-dealer, provide its SEC re	gistration number (if any):		
Iministrator  Yes 1  (a) Does the private fund use an administrator affect than your firm?  (b) Does the private fund use an administrator affect than your firm?  (c) The answer to question 26 (a) is "yes." respond to questions (b) through (f) below If the private fund uses more than one administrator, you must camplete questions (b) through (f) separately for each administrator.  Additional Administrator Information : 1 Record(s) Filed.  If the answer to question 26 (a) is "yes." respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (c) Name of administrator.  (d) Name of administrator.  (d) It the administrator (alty, state and country):  (d) Is the administrator a related present of your firm?  (e) Country:  (f) Does the administrator a related present of your firm?  (f) Does the administrator a related present of your firm?  (g) Does the administrator a related present of your firm?  (g) The administrator a related present of your firm?  (g) The administrator a related present of your firm?  (g) The administrator a related present of your firm?  (g) The administrator a related present of your firm?  (g) The administrator and send investor account statements to the private funds investors?  (g) If the administrator a question 26 (g) is "not" or "some," who counts the investors account statements to the (rest of the) private funds investors.  (g) If the answer to question 26 (g) is "not" or "some," who counts the investor account statements to the (rest of the) private funds investors, respond "not applicable."  During your last fiscal your, what personage of the private funds associately value) was valued by a person, such as an administrator, that is not your related present? If investor account statements are not sent to the (rest of the) private funds investors, respond "not applicable."  During your last fiscal your, what personates of summon of the value of the private funds as the	CRD Num	nber (if any):			
Yes   The answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, yet must complete questions (b) through (f) separately for each administrator.    Additional Administrator Information: 1 Record(s) Filed.    If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator.			dealer but does not have an S	EC registration number, provide	its <i>legal entity</i>
(a) Does the private fund use an administrator other than your firm?  If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information : 1 Record(s) Filed.  If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator.  (b) Name of administrator complete questions (b) through (f) separately for each administrator.  (c) I coation of administrator (city, state and country):  City CAMANA BAY, GRAND CAMANN  Cayman Islands  (d) Is the administrator a related person of your firm?  (e) Does the administrator a related person of your firm?  (f) Yes (provided to all investors) O Some (provided to some but not all investors) ONo (provided to no investors)  (g) If the answer to question 26 (e) is "no" or "some" who sends the investor account statements to the (rest of the) private fund's investors?  (g) If the answer to question 26 (e) is "no" or "some" who sends the investor account statements to the (rest of the) private fund's investors. If investors account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  During your last flocal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  During your last flocal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  During your last flocal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  Our most answer "yes" whether t	<u>dministrator</u>				
If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information : 1 Record(s) Filed.  If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (ib) Name of administrator:  CITCO  (c) Location of administrator (city, state and country):  City:  Calyman Islands  Ves No.  (d) Is the administrator a military person of your firm?  (e) Does the administrator a military person of your firm?  (e) Does the administrator a military person of your firm?  (f) It the answer to question 26 (c) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors?  (g) It the answer to question 26 (c) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  7. During your last itscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  (i) Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant questions, and (ii) the valuation determined by such person.  If you must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28 (6) is "yes," respond to questions (b) through (g) below for each such marketor tree private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) below for each such marketor tree institute.  No infor	6 (a) Doos the privat	ita fundusa an administrator other than your	firm?		Yes No
If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one setiministrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  CITCO  (c) Location of administrator (city, state and country):  City State: Country:  CAMANA BAY, CRAND CAYMAN  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  © Yes (provided to all investors) © Some (provided to some but not all investors) © No (provided to no investors)  (f) If the answer to question 26 (e) is "no" or "some." who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors. respond "not applicable."  7. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  10	If the answer to	to question 26.(a) is "yes," respond to questi	ons (b) through (f) below. If th	ne <i>private fund</i> uses more than or	~ ~
administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator: CITCD  (c) Location of administrator (sity, state and country): City: CAMANA BAY, GRAND CAYMAN  State: Country: Cayman Islands  Yes No  (d) Is the administrator a related person of your tirm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors? (e) Yes (provided to all investors) (Cayman islands)  (f) If the answer to question 26. (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors, respond "not applicable."  (f) Uring your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  (g) During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  (g) During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  (g) During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  (g) During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  (g) During your last fiscal year, what percentage of the private fund uses the valuation used for purposes of investors subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  Yes if  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 26 (a) is "yes," respond to questions (b) through (g) below for each such marketer	Additional Adı	ministrator Information : 1 Record(s) Filed	ł.		
CITCO  (c) Location of administrator (city, state and country): City: CAMANA BAY, GRAND CAYMAN  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors? (e) Poss the administrator prepare and send investor account statements to the private fund's investors? (f) If the answer to question 26, (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  2. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100% Include only those assets where (f) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  Arketers  Yes I  Yes I  No Information Filed		·	• • • • • • • • • • • • • • • • • • • •	•	one
City: CAMANA BAY, GRAND CAYMAN  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (e) Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)  (f) If the answer to question 26. (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  7. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%  100%		administrator:			
CAMANA BAY, GRAND CAYMAN  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (g) Yes (provided to all investors) of Some (provided to some but not all investors) of No (provided to no investors)  (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investors account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  7. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100%  Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  2 Yes I  3. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  Yes I  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed	(c) Location	of administrator (city, state and country):			
(d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (a) Yes (provided to all investors) (c) Some (provided to some but not all investors) (c) No (provided to no investors)  (f) If the answer to question 26, (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  7. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100%  Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  2 Yes I  3. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  Yes I  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28, (a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed		DAY CDAND CAVMANI	State:	-	
(e) Does the administrator prepare and send investor account statements to the <i>private fund</i> 's investors?  (e) Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)  (f) If the answer to question 26 (e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund</i> 's investors? If investor account statements are not sent to the (rest of the) <i>private fund</i> 's investors, respond "not applicable."  (f) During your last fiscal year, what percentage of the <i>private fund</i> 's assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> ?  100%  (f) If the answer (i) use the <i>private fund</i> 's assets (by value) was valued by a <i>person</i> , such as an administrator, that is not your <i>related person</i> ?  100%  (n) Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such <i>person</i> .  2 Yes I You must answer whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer to question 28. (a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed	CAMANA	BAY, GRAND CAYWAN		Cayman Islanus	Yes No
(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  7. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100%  1notide only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  2 Yes 7  3. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed	(d) Is the ad	dministrator a related person of your firm?			○ ⊙
Investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?  100%  Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  arketers  Yes I  3. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed			,		
your related person?  100%  Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.  **Yes**  Yes**  You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28. (a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed	'''				
Yes R 3. (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed	your related persons 100% Include only those relevant quotes, an	assets where (i) such <i>person</i> carried out the nd (ii) the valuation used for purposes of inve	valuation procedure establishe	ed for that asset, if any, including	ı obtaining any
You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed	<u>arketers</u>				Yes N
similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed	3. (a) Does the <i>privat</i>	te fund use the services of someone other th	an you or your <i>employee</i> s for n	narketing purposes?	0 0
	similar <i>person</i> . I	If the answer to question 28.(a) is "yes," res	spond to questions (b) through	(g) below for each such markete	er the <i>private fund</i>
PRIVATE FUND			No Information Filed		
PRIVATE FUND					
	PRIVATE FUND				

1. (a) Name of the private fund:

ALLIANCEBERNSTEIN DELAWARE BUSINESS TRUST - AB EMERGING MARKETS STRATEGIC CORE EQUITY SERIES

(b) Private fund identification number:

805-8628880454		
Under the laws of what state or country is the private fund organized:		
Delaware United States		
(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
Name of General Partner, Manager, Trustee, or Director		
WILMINGTON TRUST COMPANY		
(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
No Information Filed		
The private fund (check all that apply; you must check at least one):		
[1] qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
No Information Filed		
	Yes	No
	0	⊙
No Information Filed		
	Vaa	NI.
(c) Is this a "foodor fund" in a master foodor arrangement?		
	0	⊙
Private fund identification number:		
(include the "805-" prefix also)		
NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D. Section	17 B (	1)
for the master-feeder arrangement or reporting on the funds separately.	17.0.(	1)
	or eacl	n of
the feeder funds answer the following questions:		
No Information Filed		
multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	000.0	<b></b>
	Yes	No
(a) Is this private fund a "fund of funds"?	0	$\odot$
	nt	
(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person?</i>	0	0
During your lost fined your did the private for discreting a small in the control of the control	Yes	No
During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment	0	⊙
Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		
Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		
Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?  . What type of fund is the <i>private fund</i> ?		
	(a) Name (s) of Ceneral Partner, Manager. Trustee, or Directors (or persons serving in a similar capacity):  Name of General Partner, Manager. Trustee, or Director  MILMINGTON TRUST COMPANY  (b) If Illing an unabeata registrative, identify the things and serving and serving that sponsor (d) or manage (s) this private hand  No Information Flied  The private hand (check all that apply; you must check at least one);  (c) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (d) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (e) qualifier for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (a) is this a "master fund" in a master-feeder arrangement?  (b) If yos, what is the name and private fund identification number (if any) of the fooder funds investing in this private fund investor?  No Information Field  (c) Is this a "feeder fund" in a master-feeder arrangement?  (d) If yos, what is the name and private fund identification number (if any) of the master fund in which this private fund investor?  Name of private fund.  And identification numbers:  (include the "865" profix also)  NOTE: You must complete question of for each master-feeder arrangement regardless of whether you are filing a single Schodule D, Section for the muster-feeder arrangement, one or more funds ("feeder funds") invest all or substantially a assets in a single fund ("master fund"). A fund would also be a "feeder rund" investing in a "master fund" investes in other peoled investment companies.  NO Information Filed  NOTE: For purposes of questions of intrust. In a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially a assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" investes in other peoled investment companies.  (a) If yos,	Under the laws of what state or country is the private rand organized:  State Country Delawarts  (a) Name(s) or General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity).  Name of General Partner, Manager, Trustee, or Directors  WILLIAMS TO TRUST COMPANY  (b) If filling an unabralia registration identify the filling advisor and/or retiring advisor(s) that spower(s) or manage(s) this private fund  Into adviser turn (check oil that soppy, you must check at least one).  (c) It filling an unabralia registration identify the filling advisor and/or retiring advisor(s) that spower(s) or manage(s) this private fund  Into adviser turn (check oil that soppy, you must check at least one).  (d) It fill the private fund in the definition of investment company under section 3(2(1)) of the Investment Company Act of 1943  Into adviser turn (check oil that soppy, you must check at least one).  (e) It judget for the exclusion from the definition of investment company under section 3(2(1)) of the Investment Company Act of 1943  (f) It judget for the exclusion from the definition of investment company under section 3(2(1)) of the Investment Company Act of 1943  (g) It judget for the exclusion from the definition of investment company under section 3(2(1)) of the Investment Company Act of 1943  (g) It judget for the exclusion from the definition of investment company under section 3(2(1)) of the Investment Company Act of 1943  Ves  (g) It judget for the exclusion from the definition of investment or file investment funds investing in this private fund?  (g) It judget for the investment and private fund identification number (if any) of the feeder funds investing in this private fund invests?  Note that the investment of private fund investment funds investment investment investment funds investment funds investment investment funds investment funds investment investment funds investment in funds investment investment funds investment in funds investment investment funds investment in funds investmen

(include the "805-" prefix also)

	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 129,353,267		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 5,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	;	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  12		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
You	ur Advisory Services	Yes	NI.
17	(a) Are you a subadviser to this <i>private fund</i> ?	_	_
.,,	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	to	⊙
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answe	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\odot$	$\circ$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
<u>Priv</u>	vate Offering	V	NI-
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number 021-281867		
B. SI	ERVICE PROVIDERS		
Auc	<u>litors</u>	Yes	No

0

23. (a) (1) Are the *private fund's* financial statements subject to an annual audit?

	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more that firm, you must complete questions (b) through (f) separately for each auditing firm.	an one auditing	g
	mini, you must complete questions (b) through (i) separately for each additing firm.		
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:  NEW YORK New York United States		
	NEW TOTAL	Yes	s No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:		
	238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Boaccordance with its rules?	oard in 🕝	0
		Υ	'es No
)	Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund	l's	<ul><li>0</li></ul>
١	investors?  Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain ur	agualified enini	ons?
,	• Yes • No • Report Not Yet Received	iquamica opini	0113:
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when t	the report is av	ailahle
ı			
	<u>Broker</u>	v	'as No
		Y	′es No
			0 0
	) Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i>		0 0
	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		0 0
1)	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed	duses. If the pi	0 0
)	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed	duses. If the pr	O
)	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed	duses. If the pr	O ⊙ rivate  'es No ⊙ O
((	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  The private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> use	duses. If the pr	O ⊙ rivate  'es No ⊙ O
a)	fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund us uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	Y uses. If the privates	es No
)	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed    No Information Filed	Y uses. If the privates	es No
	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> us uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian the <i>private fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:	Y uses. If the privates	es No

	City:	State:	Country: Canada	
	TORONTO		Carraga	Yes No
	(e) Is the custodian a related pe	rson of your firm?		0 0
	(f) If the custodian is a broker-o	lealer, provide its SEC registration numb	er (if any):	
	CRD Number (if any):			
	(g) If the custodian is not a brol identifier (if any)	er-dealer, or is a broker-dealer but does	s not have an SEC registration number, pr	rovide its <i>legal entity</i>
A almainai	-tt			
Admini	strator			Yes No
26. (a)	Does the private fund use an admir	istrator other than your firm?		⊙ ○
	•	"yes," respond to questions (b) through gh (f) separately for each administrator.	(f) below. If the private fund uses more the	nan one administrator, you
	Additional Administrator Inform	ation : 1 Record(s) Filed.		
	•	is "yes," respond to questions (b) througe e questions (b) through (f) separately fo	gh (f) below. If the <i>private fund</i> uses more r each administrator.	e than one
	(b) Name of administrator: SSB			
	(c) Location of administrator (ci	y, state and country):		
	City: TORONTO	State:	Country: Canada	
	(d) Is the administrator a <i>relate</i>	d nerson of your firm?		Yes No
	(a) 13 the daministrator a related	r person or your mini:		0 ●
		are and send investor account statemen ors) C Some (provided to some but not	all investors)   No (provided to no investors)	cors)
	11 11		ovestor account statements to the (rest of f the) private fund's investors, respond "no	
				·
	ur related person?	entage of the <i>private fund's</i> assets (by va	ilue) was valued by a <i>person</i> , such as an a	administrator, that is not
rele	•	used for purposes of investor subscription	edure established for that asset, if any, incons, redemptions or distributions, and fee	
<u>Market</u>	<u>ers</u>			Yes No
28. (a)	Does the <i>private fund</i> use the serv	ces of someone other than you or your e	employees for marketing purposes?	0 0
	similar person. If the answer to que	estion 28.(a) is "yes," respond to question	nsultant, finder, introducer, municipal advious (b) through (g) below for each such make the such through (g) separately for each such make the such through (g) separately for each such through (g) separately for each such that the such tha	sor or other solicitor, or arketer the <i>private fund</i>
		No Information	on Filed	

1.	<ul> <li>(a) Name of the private fund: ALLIANCEBERNSTEIN DELAWARE BUSINESS TRUST - AB GLOBAL CORE EQUITY SERIES</li> <li>(b) Private fund identification number: (include the "805-" prefix also)</li> <li>805-7151357648</li> </ul>		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:		
	Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	WILMINGTON TRUST COMPANY		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		V	N
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes	
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	0	•
	Name of <i>private fund</i> :		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 for the master-feeder arrangement or reporting on the funds separately.	7.B.(1	1)
_			
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	eacn	ΙΟΓ
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
<u></u>		Yes	
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	•
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0

Yes No

Information About the Private Fund

9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private DBT	⁄ate fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 446,607,737		
<u>Ow</u>	<u>nership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 1,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	ne	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  53		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  1%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes Ö	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%		
Υοι	ur Advisory Services		
<u></u>		Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	•
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	er to	
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	e answ	/er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	⊙	$\circ$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
<u>Priv</u>	vate Offering	Voc	NI.
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):  Form D file number		
	021-220169		

3. SER\	VICE PROVIDERS		
Audito	<u>ors</u>		
23 (a	ı) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Ye	s No
25. (a	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one audit	ing firı	
	you must complete questions (b) through (f) separately for each auditing firm.		
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audiform, you must complete questions (b) through (f) separately for each auditing firm.	diting	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):		
	City: State: Country:  NEW YORK New York United States		
	NEW TORK New Tork Officed States	Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	0	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:  238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
(g	Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	Ye ⊙	s No
(h	n) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified of	opinior	ns?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is avai	lable.
<u>Prime</u>	<u>Broker</u>		
24 (0	Deep the private funduce one or more prime brokers?	Ye	s No
24. (a	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses.	he <i>pri</i> v	) <b>⊙</b> ≀ate
	fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		
	No Information Filed		
0			
Custo	<u>AIGH</u>	Ye	s No
25. (a	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	e	0
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	private	e fund
	Additional Custodian Information : 1 Record(s) Filed.		
	If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e priva	te
	(b) Legal name of custodian: STATE STREET BANK & TRUST COMPANY		

(c) Primary business name of custodian: SSB			
(d) The location of the custodian's office resp	oonsible for <i>custody</i> of the	e private fund's assets (city, state and country):	
City: TORONTO	State:	Country: Canada	
TORONTO		Callaua	Yes No
(e) Is the custodian a related person of your fi	irm?		0 0
(f) If the custodian is a broker-dealer, provid	le its SEC registration nur	nber (if any):	
8 - 73			
CRD Number (if any):			
(g) If the custodian is not a broker-dealer, or identifier (if any)	is a broker-dealer but do	pes not have an SEC registration number, provide it	ts legal entity
<u>istrator</u>			Yes I
Does the <i>private fund</i> use an administrator other	r than your firm?		•
If the answer to question 26.(a) is "yes," respormust complete questions (b) through (f) separa	•	gh (f) below. If the <i>private fund</i> uses more than one or.	e administrator, you
Additional Administrator Information : 1 Reco	ord(s) Filed.		
If the answer to question 26.(a) is "yes," resp administrator, you must complete questions (	•	ough (f) below. If the <i>private fund</i> uses more than of for each administrator.	one
(b) Name of administrator:  SSB			
(c) Location of administrator (city, state and of	country):		
City:	State:	Country:	
TORONTO		Canada	Yes No
(d) Is the administrator a related person of yo	our firm?		0 0
(e) Does the administrator prepare and send O Yes (provided to all investors) O Some		ot all investors) of No (provided to no investors)	
•		investor account statements to the (rest of the) proceeds of the private fund's investors, respond "not applied to the private fund's investors, respond to the private fund to the pr	
ring your last fiscal year, what percentage of the ur related person?	private fund's assets (by	value) was valued by a <i>person</i> , such as an administ	trator, that is not
•	poses of investor subscrip	ocedure established for that asset, if any, including otions, redemptions or distributions, and fee calculated	
<u>ters</u>			Yes I
Does the <i>private fund</i> use the services of someo	one other than you or you	ur <i>employees</i> for marketing purposes?	res i
You must answer "yes" whether the <i>person</i> acts	s as a placement agent, of is "yes," respond to ques	consultant, finder, introducer, municipal advisor or o ctions (b) through (g) below for each such marketer	other solicitor, or the <i>private fund</i>

А. Р	RIVATE FUND		
Info	ormation About the <i>Private Fund</i>		
1.	<ul> <li>(a) Name of the <i>private fund</i>: ALLIANCEBERNSTEIN DELAWARE BUSINESS TRUST - AB GLOBAL DISRUPTORS SERIES</li> <li>(b) <i>Private fund</i> identification number: (include the "805-" prefix also)</li> <li>805-2506449485</li> </ul>		
2.	Under the laws of what state or country is the <i>private fund</i> organized:  State:  Delaware  Country:  United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	WILMINGTON TRUST COMPANY		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
<ol> <li>4.</li> <li>5.</li> </ol>	The <i>private fund</i> (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.		
0.	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
	<ul><li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li><li>(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i>:</li></ul>	Yes O	No ⊙
	Private fund identification number:  (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	r each	າ of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		d

8. (a) Is this *private fund* a "fund of funds"?

No Information Filed

	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investmen vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	ıt	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private DBT	ate fun	<b>ქ</b> :
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 76,390,411		
<u>Ow</u>	<u>nership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 250,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	е	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  191		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 7%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
Υοι	ur Advisory Services		
		Yes	No
17.	(a) Are you a subadviser to this <i>private fund?</i>	0	⊙
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	r to	
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	0	⊙
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answe	)r
	No Information Filed		
1.0		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?  NOTE: For purposes of this question, do not consider feeder funds of the private fund.	0	•
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
Priv	vate Offering		
		Voc	NI-

21. Has the *private fund* ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

O

	orm D file number	
02	21-450445	
B. SERV	ICE PROVIDERS	
<u>Auditor</u>	<u>"S</u>	Yes No
23. (a)	(1) Are the private fund's financial statements subject to an annual audit?	⊙ c
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙ C
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one aud you must complete questions (b) through (f) separately for each auditing firm.	iting firm,
	Additional Auditor Information : 1 Record(s) Filed.	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one a firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing
	(b) Name of the auditing firm:	
	PRICEWATERHOUSECOOPERS	
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:	
	NEW YORK New York United States	
		Yes No
	(d) Is the auditing firm an independent public accountant?	• c
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	• c
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238	
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	© 0
		Yes No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	⊙ C
(h)	Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	d opinions?
		·
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is available.
Prime l	<u>Broker</u>	
24 (a)	Does the <i>private fund</i> use one or more prime brokers?	Yes No
24. (a)	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If	C <b>©</b> the <i>private</i>
	fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	р
	No Information Filed	
Cuetas	ion	
Custod	<u>1411</u>	Yes No
25. (a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	© 0
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the	

22. If yes, provide the *private fund's* Form D file number (if any):

Additional Custodian Information : 1 Record(s) Filed.

(b) Legal name of custod STATE STREET BANK A	ian: AND TRUST COMPANY (SSB)		
(c) Primary business nam STATE STREET BANK A	ne of custodian: AND TRUST COMPANY (SSB)		
(d) The location of the cu	stodian's office responsible for <i>custody</i> of the	ne private fund's assets (city, state and country):	
City: PRINCETON	State: New Jersey	Country: United States	
			Y
(e) Is the custodian a rel	ated person of your firm?		C
(f) If the custodian is a b	proker-dealer, provide its SEC registration nu	ımber (if any):	
- CRD Number (if any):			
(g) If the custodian is no identifier (if any)	t a broker-dealer, or is a broker-dealer but	does not have an SEC registration number, provid	de its <i>legal entity</i>
If the answer to question 20 must complete questions (b	) through (f) separately for each administra	ugh (f) below. If the <i>private fund</i> uses more than tor.	one administrat
Additional Administrator I  If the answer to question 26  Additional Administrator I  If the answer to question administrator, you must of	26.(a) is "yes," respond to questions (b) through (f) separately for each administration in the following of	tor.  rough (f) below. If the <i>private fund</i> uses more tha	
Additional Administrator I  If the answer to questions (b)  Additional Administrator I  If the answer to question administrator, you must of the complete question administrator.	6.(a) is "yes," respond to questions (b) through (f) separately for each administration in the following of	tor.  rough (f) below. If the <i>private fund</i> uses more tha	
Additional Administrator I  If the answer to questions (b)  Additional Administrator I  If the answer to question administrator, you must of the complete question administrator.	26.(a) is "yes," respond to questions (b) through (f) separately for each administration in the following of	tor.  rough (f) below. If the <i>private fund</i> uses more tha	
If the answer to question 26 must complete questions (b)  Additional Administrator I  If the answer to question administrator, you must of the state	of (a) is "yes," respond to questions (b) through (f) separately for each administration of through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete questions (b) through (f) separately for each administration of the complete question of the comp	rough (f) below. If the <i>private fund</i> uses more that y for each administrator.	
If the answer to question 20 must complete questions (b)  Additional Administrator I  If the answer to question administrator, you must of the complete question administrator in the complete question i	6. (a) is "yes," respond to questions (b) through (f) separately for each administral information: 1 Record(s) Filed.  26. (a) is "yes," respond to questions (b) the complete questions (b) through (f) separately respond to TRUST COMPANY (SSB)	tor.  rough (f) below. If the <i>private fund</i> uses more that	
If the answer to question 26 must complete questions (b)  Additional Administrator I  If the answer to question administrator, you must of the state	6.(a) is "yes," respond to questions (b) through (f) separately for each administration in the following of the complete questions (b) through (f) separately for each administration in the following of the complete questions (b) through (f) separately for the following of the f	rough (f) below. If the <i>private fund</i> uses more that y for each administrator.  Country:	an one
If the answer to question 26 must complete questions (b)  Additional Administrator I  If the answer to question administrator, you must of the state	6.(a) is "yes," respond to questions (b) through (f) separately for each administration in the following of the complete questions (b) through (f) separately for each administration in the following of the complete questions (b) through (f) separately for the following of the f	rough (f) below. If the <i>private fund</i> uses more that y for each administrator.  Country:	an one
If the answer to question 26 must complete questions (b)  Additional Administrator I  If the answer to question administrator, you must of the street bank of the str	6. (a) is "yes," respond to questions (b) through (f) separately for each administration in through (f) separately for each administration in the formation in the separately for each administration in the separately for each administration in the separately formation in the separately for each administration	rough (f) below. If the <i>private fund</i> uses more that y for each administrator.  Country: United States	an one Yes
If the answer to question 26 must complete questions (b)  Additional Administrator I  If the answer to question administrator, you must of the complete of the complete question administrator of the complete question	6. (a) is "yes," respond to questions (b) through (f) separately for each administration in the formation in	rough (f) below. If the <i>private fund</i> uses more that y for each administrator.  Country: United States	an one Yes C
If the answer to question 26 must complete questions (b)  Additional Administrator I  If the answer to question administrator, you must of the state	6. (a) is "yes," respond to questions (b) through (f) separately for each administration in through (f) separately for each administration in the formation in	rough (f) below. If the <i>private fund</i> uses more that y for each administrator.  Country: United States  ments to the <i>private fund's</i> investors?	Yes C

<u>Marketers</u>

allocations) was the valuation determined by such person.

Yes No 0 0

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?

	No Information Filed	
۹. P	PRIVATE FUND	
nfc	formation About the <i>Private Fund</i>	
1.	<ul> <li>(a) Name of the private fund: ALLIANCEBERNSTEIN DELAWARE BUSINESS TRUST - AB GLOBAL RESEARCH INSIGHTS SERIES</li> <li>(b) Private fund identification number: (include the "805-" prefix also)</li> <li>805-1828627958</li> </ul>	
2.	Under the laws of what state or country is the <i>private fund</i> organized:	
	State: Country:	
	Delaware United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director  WILMINGTON TRUST COMPANY	
<b>4</b> .	No Information Filed  The <i>private fund</i> (check all that apply; you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1  ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed	
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0 0
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?  No Information Filed	
	<ul><li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li><li>(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?</li></ul>	Yes No
	Name of private fund:  Private fund identification number:  (include the "805-" prefix also)	
	Private fund identification number: (include the "805-" prefix also)  NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Se for the master-feeder arrangement or reporting on the funds separately.	
7.	Private fund identification number: (include the "805-" prefix also)  NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Se	

	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?		⊙
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	t	
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		•
10.	. What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other <i>priva</i> DBT	te fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	. Current gross asset value of the <i>private fund</i> :		
	\$ 646,444,619		
<u>Ow</u>	vnership		
10	Minimous investment committee out we guized of an investor in the projects fund		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 250,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).	ì	
13.	. Approximate number of the <i>private fund's</i> beneficial owners:		
14.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  15%		
15.	. (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
		Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	0
16.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
You	ur Advisory Services		
17.	. (a) Are you a subadviser to this <i>private fund</i> ?	res	No ⊙
.,,	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.		٠
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	'er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	•	0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		

3%

assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued

Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	(	•
If ye	s, provide the <i>private fund's</i> Form D file number (if any):		
For	n D file number		
021	-488813		—
ERVI	E PROVIDERS		
itors		Υ	es'
(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(	•
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	(	•
	f the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one augon must complete questions (b) through (f) separately for each auditing firm.	diting fi	irm
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one firm, you must complete questions (b) through (f) separately for each auditing firm.	auditing	Э
	(b) Name of the auditing firm:		
	PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: Country:		
	NEW YORK New York United States		
	(d) Is the auditing firm an independent public accountant?	Yes ©	S
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	
		Υ	es
	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> nvestors?	•	•
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualific	d opinio	on
	⊙ Yes ○ No ○ Report Not Yet Received		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repo	rt is ava	aila
ie B	<u>oker</u>		
(a)	Does the <i>private fund</i> use one or more prime brokers?		es O
	f the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. Fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		_
	No Information Filed		

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?

⊙ ⊙

	itional Custodian Information : 1 R	ecord(s) Filed.		
	•	•	ough g) below for each custodian the <i>private fu</i> hrough (g) separately for each custodian.	<i>und</i> uses. If the <sub>i</sub>
(b)	Legal name of custodian: STATE STREET BANK & TRUST COMP	PANY		
(c)	Primary business name of custodia SSB	n:		
(d)	The location of the custodian's office	ce responsible for <i>custody</i> of the	private fund's assets (city, state and country):	
	City:	State:	Country:	
	TORONTO		Canada	
(0)	Is the custodian a <i>related person</i> of	f your firm?		
(e)	is the custodian a related person of	your min:		
(f)	If the custodian is a broker-dealer,	provide its SEC registration num	nber (if any):	
	8 - 73 CRD Number (if any):			
	, ,,,			
(g)	If the custodian is not a broker-dea	aler, or is a broker-dealer but do	es not have an SEC registration number, prov	ide its <i>legal enti</i>
<u>trato</u>	<u>r</u>			
Does If the	s the <i>private fund</i> use an administratore answer to question 26.(a) is "yes,"	respond to questions (b) through	gh (f) below. If the <i>private fund</i> uses more than	n one administra
Does If the must	s the <i>private fund</i> use an administrato	respond to questions (b) throug separately for each administrato		n one administra
Does If the must  Addi  If t	the <i>private fund</i> use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f)  itional Administrator Information:	respond to questions (b) through separately for each administrators.  1 Record(s) Filed.  s," respond to questions (b) through separately for each administrators.	ugh (f) below. If the <i>private fund</i> uses more th	
Does If the must  Addi  If t	the private fund use an administrate answer to question 26.(a) is "yes," complete questions (b) through (f) itional Administrator Information: the answer to question 26.(a) is "yes ministrator, you must complete question 26.	respond to questions (b) through separately for each administrators.  1 Record(s) Filed.  s," respond to questions (b) through separately for each administrators.	ugh (f) below. If the <i>private fund</i> uses more th	
Does If the must  Addi  If t	the private fund use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) itional Administrator Information: the answer to question 26.(a) is "yes ministrator, you must complete question Name of administrator: SSB  Location of administrator (city, state)	respond to questions (b) through separately for each administrators.  1 Record(s) Filed.  1, "respond to questions (b) through (f) separately stions (b) through (f) separately steeper and country):	ugh (f) below. If the <i>private fund</i> uses more the for each administrator.	
Does If the must  Addi  If t adr	the private fund use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) itional Administrator Information:  the answer to question 26.(a) is "yes ministrator, you must complete question Name of administrator:  SSB  Location of administrator (city, state City:	respond to questions (b) through separately for each administrator.  1 Record(s) Filed.  s," respond to questions (b) through (f) separately.	r.  Sugh (f) below. If the <i>private fund</i> uses more the for each administrator.  Country:	
Does If the must  Addi  If t adr	the private fund use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) itional Administrator Information: the answer to question 26.(a) is "yes ministrator, you must complete question Name of administrator: SSB  Location of administrator (city, state)	respond to questions (b) through separately for each administrators.  1 Record(s) Filed.  1, "respond to questions (b) through (f) separately stions (b) through (f) separately the and country):	ugh (f) below. If the <i>private fund</i> uses more the for each administrator.	
Does If the must  Addi  If t adr  (b)	the private fund use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) itional Administrator Information:  the answer to question 26.(a) is "yes ministrator, you must complete question Name of administrator:  SSB  Location of administrator (city, state City:	respond to questions (b) through separately for each administrator.  1 Record(s) Filed.  s," respond to questions (b) through (f) separately stions (b) through (f) separately steeper and country):  State:	r.  Sugh (f) below. If the <i>private fund</i> uses more the for each administrator.  Country:	nan one
Does If the must  Add  If t adr  (b)  (c)	the private fund use an administrator answer to question 26. (a) is "yes," complete questions (b) through (f) itional Administrator Information:  the answer to question 26. (a) is "yes ministrator, you must complete question Name of administrator:  SSB  Location of administrator (city, state City:  TORONTO  Is the administrator a related personal possible to the administrator of the property of the private prop	respond to questions (b) through separately for each administrator.  1 Record(s) Filed.  1, "respond to questions (b) through (f) separately stions (b) through (f) separately state:  2, and of your firm?  2, and send investor account statements.	ough (f) below. If the <i>private fund</i> uses more the for each administrator.  Country: Canada	nan one Ye

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

100%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including

<u>Mar</u>	kete	<u>ers</u>	Voc	Nic
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	(O
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private to</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	or	
		No Information Filed		
A. PF	RIVA	TE FUND		
<u>Info</u>	rmat	tion About the <i>Private Fund</i>		
1.		Name of the <i>private fund</i> : ALLIANCEBERNSTEIN DELAWARE BUSINESS TRUST - AB GLOBAL RESEARCH INSIGHTS SERIES II  Private fund identification number: (include the "805-" prefix also) 805-4715576314		
2.	Und	der the laws of what state or country is the <i>private fund</i> organized:		
		State: Country:		
		Delaware United States		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	Naı	me of General Partner, Manager, Trustee, or Director		
	WII	LMINGTON TRUST COMPANY		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		No Information Filed		
4.		e private fund (check all that apply; you must check at least one):		
		(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	V	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
0.		No Information Filed		
			Yes	No
6.	(a)	Is this a "master fund" in a master-feeder arrangement?		(O
0.		If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		٠
		No Information Filed		
			Yes	No
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(d)	If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
		Private fund identification number: (include the "805-" prefix also)		
		TE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 the master-feeder arrangement or reporting on the funds separately.	.B.(1	۱)
7.	If y	ou are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for	each	ı of

allocations) was the valuation determined by such  $\ensuremath{\textit{person}}.$ 

the feeder funds answer the following questions:

	NO <sup>-</sup>	TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all	of th	eir
		ets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is Itiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
0	(0)			No
8.	NO	Is this <i>private fund</i> a "fund of funds"?  TE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment nicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	0	•
		If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	_
	( )			
			⁄es	No
9.		ring your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment mpany Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	Wha	at type of fund is the <i>private fund</i> ?		
	O DBT	hedge fund $^{f O}$ liquidity fund $^{f O}$ private equity fund $^{f O}$ real estate fund $^{f O}$ securitized asset fund $^{f O}$ venture capital fund $^{f O}$ Other <i>private</i>	fun	d:
	NO	TE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.		rent gross asset value of the <i>private fund</i> : 10,495,328		
<u>Ow</u>	ners	<u>ship</u>		
12.		imum investment commitment required of an investor in the <i>private fund</i> : 00,000		
	NO	TE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the anizational documents of the fund).		
13.	App 270	proximate number of the <i>private fund's</i> beneficial owners:		
14.	Wh:	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) 0%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	(b)	If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?		No O
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u>You</u>	ır Ac	dvisory Services		
17	(a)	Are you a subadviser to this <i>private fund</i> ?		No
17.		If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," leave this question blank.		•
		No Information Filed		
			⁄es	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the atto question 18.(a) is "no," leave this question blank.	nswe	ər
		No Information Filed		
			<b>Y</b> es	No

19. Are your *clients* solicited to invest in the *private fund*?

No	OTE: For purposes of this question, do not consider feeder funds of the private fund.		
:0. Ap	oproximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>rivat</u>	e Offering		
1. Ha	as the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Ye <b>⊙</b>	s No
2. If	yes, provide the <i>private fund's</i> Form D file number (if any):		
F	orm D file number		
0	21-296091		
SER\	/ICE PROVIDERS		
udito	o <u>rs</u>	۷e	es No
3. (a	) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one aud you must complete questions (b) through (f) separately for each auditing firm.	iting fir	m,
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one a firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:  NEW YORK New York United States		
	NEW TORK New TORK Giffled States	Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:		
	238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	o
		Vc	es No
(g	) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	
(h	) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	ns?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is avai	lable.
<u>rime</u>	<u>Broker</u>		
4. (a	) Does the <i>private fund</i> use one or more prime brokers?		es No
(a	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pri</i>	
	No Information Filed		

		(g) separately for each custodian.	
Additional Custodian Information :	1 Record(s) Filed.		
•		ugh g) below for each custodian the <i>private fund</i> unrough (g) separately for each custodian.	uses. If the
(b) Legal name of custodian: STATE STREET BANK & TRUST C	OMPANY		
(c) Primary business name of custo SSB	odian:		
(d) The location of the custodian's	office responsible for <i>custody</i> of the	private fund's assets (city, state and country):	
City: TORONTO	State:	Country: Canada	
(e) Is the custodian a related perso	n of your firm?		
(f) If the custodian is a broker-dea	ler, provide its SEC registration num	ber (if any):	
8 - 73			
CRD Number (if any):			
(g) If the custodian is not a broker identifier (if any)	-dealer, or is a broker-dealer but do	es not have an SEC registration number, provide i	ts <i>legal enti</i>
identifier (if arry)			
trator			
	rator other than your firm?		
t <b>rator</b> Does the <i>private fund</i> use an administ	es," respond to questions (b) throug	h (f) below. If the <i>private fund</i> uses more than one	e administra
trator  Does the <i>private fund</i> use an administ  If the answer to question 26.(a) is "ye	es," respond to questions (b) throug (f) separately for each administrator		e administra
Does the <i>private fund</i> use an administ of the answer to question 26. (a) is "you must complete questions (b) through the Additional Administrator Information of the answer to question 26. (a) is	es," respond to questions (b) throug (f) separately for each administrator on: 1 Record(s) Filed.	ugh (f) below. If the <i>private fund</i> uses more than o	
Does the <i>private fund</i> use an administ of the answer to question 26. (a) is "you must complete questions (b) through the Additional Administrator Information of the answer to question 26. (a) is	es," respond to questions (b) throug (f) separately for each administrator on: 1 Record(s) Filed.  "yes," respond to questions (b) throug	ugh (f) below. If the <i>private fund</i> uses more than o	
Does the <i>private fund</i> use an administ of the answer to question 26.(a) is "you must complete questions (b) through  Additional Administrator Information  If the answer to question 26.(a) is administrator, you must complete question 26.(b) Name of administrator:	es," respond to questions (b) throug (f) separately for each administrator on: 1 Record(s) Filed.  "yes," respond to questions (b) through (f) separately for each administrator on: 1 Record(s) Filed.	ugh (f) below. If the <i>private fund</i> uses more than o	
Does the <i>private fund</i> use an administ of the answer to question 26. (a) is "you must complete questions (b) through  Additional Administrator Information  If the answer to question 26. (a) is administrator, you must complete question 26. (b) Name of administrator:  SSB  (c) Location of administrator (city, City:	es," respond to questions (b) throug (f) separately for each administrator on: 1 Record(s) Filed.  "yes," respond to questions (b) through (f) separately for each administrator on: 1 Record(s) Filed.	ugh (f) below. If the <i>private fund</i> uses more than done and administrator.  Country:	
Does the <i>private fund</i> use an administ of the answer to question 26.(a) is "you must complete questions (b) through the answer to question 26.(a) is administrator, you must complete question 26.(a) is administrator, you must complete question 26.(b) Name of administrator:  SSB  (c) Location of administrator (city,	es," respond to questions (b) throug (f) separately for each administrator on: 1 Record(s) Filed.  "yes," respond to questions (b) through (f) separately for each administrator on: 1 Record(s) Filed.	ugh (f) below. If the <i>private fund</i> uses more than done and administrator.	
Does the <i>private fund</i> use an administ of the answer to question 26. (a) is "you must complete questions (b) through  Additional Administrator Information  If the answer to question 26. (a) is administrator, you must complete question 26. (b) Name of administrator:  SSB  (c) Location of administrator (city, City:	es," respond to questions (b) throug (f) separately for each administrator on: 1 Record(s) Filed.  "yes," respond to questions (b) througuestions (b) through (f) separately for each administrator on: 1 Record(s) Filed.	ugh (f) below. If the <i>private fund</i> uses more than done and administrator.  Country:	one
Does the <i>private fund</i> use an administ of the answer to question 26. (a) is "you must complete questions (b) through  Additional Administrator Information  If the answer to question 26. (a) is administrator, you must complete question 26. (b) Name of administrator:  SSB  (c) Location of administrator (city, City: TORONTO  (d) Is the administrator a <i>related parallel</i> and the properties of the properties	es," respond to questions (b) throug (f) separately for each administrator on: 1 Record(s) Filed.  "yes," respond to questions (b) througuestions (b) through (f) separately for each administrator on: 1 Record(s) Filed.	ugh (f) below. If the <i>private fund</i> uses more than of or each administrator.  Country: Canada	one

Custodian

21.	your	rig your last riscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is related person?	2 1101	
	rele	% ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining ar vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includ cations) was the valuation determined by such <i>person</i> .	-	
Ma	kete	<u>ers</u>		
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes I	ol⁄ ⊙
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	r, or	
		No Information Filed		
		TE FUND		
nfo	<u>rmat</u>	ion About the <i>Private Fund</i>		
1.	(b)	Name of the <i>private fund</i> : ALLIANCEBERNSTEIN DELAWARE BUSINESS TRUST - AB INTERNATIONAL RESEARCH INSIGHTS HARVESTING SERIES T  Private fund identification number: (include the "805-" prefix also) 805-8801648979		
2.		er the laws of what state or country is the <i>private fund</i> organized:  State:  Country:		
		State: Country: Delaware United States		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
0.		me of General Partner, Manager, Trustee, or Director		
	WIL	MINGTON TRUST COMPANY		
	(b)	If filling an umbralla registration, identify the filing advicer and/or relying advicer(s) that energes(s) or manage(s) this private fund		
	(0)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  No Information Filed		
4.		private fund (check all that apply; you must check at least one):		
		(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
		No Information Filed		
,			Yes N	Ю
6.		Is this a "master fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	0 (	⊙
		No Information Filed		
	<i>(</i> )		Yes N	Ю
	(d)	Is this a "feeder fund" in a master-feeder arrangement?  If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :	0 (	⊙
		Private fund identification number: (include the "805-" prefix also)		

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1)

	the feeder funds answer the following questions:	r eac	3
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
0	(a) to this private fixed at fixed at fixed at	Yes	
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	t	(
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	(
		Yes	: N
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	G
10.	What type of fund is the private fund?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other <i>priva</i> DBT	nte fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 71,928,152		
Ow	<u>vnership</u>		
_	Minimum investment commitment required of an investor in the private fund.		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 250,000		
12.		9	
	\$ 250,000 NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the	è	
13.	\$ 250,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).  Approximate number of the <i>private fund's</i> beneficial owners:	0	
13.	\$ 250,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).  Approximate number of the <i>private fund's</i> beneficial owners:  4  What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%  (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:	6	
13.	\$ 250,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).  Approximate number of the <i>private fund's</i> beneficial owners:  4  What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%	Yes	
13. 14.	\$ 250,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).  Approximate number of the <i>private fund's</i> beneficial owners: 4  What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%  (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%  (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment	Yes	
13. 14. 15.	\$ 250,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).  Approximate number of the <i>private fund's</i> beneficial owners:  4  What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%  (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:  0%  (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :	Yes	•
13. 14. 15.	\$ 250,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).  Approximate number of the <i>private fund's</i> beneficial owners:  4  What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%  (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:  0%  (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%  Owner Advisory Services	Yes	s Ne
13. 14. 15.	\$ 250,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).  Approximate number of the <i>private fund's</i> beneficial owners:  4  What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%  (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:  0%  (b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%	Yes O Yes	•

	to question 18.(a) is "no," leave this question blank.  No Information Filed			
	No mornation ried		Vos	No
19.	19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?			0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		· ·	
20.	20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%			
<u>Priv</u>	Private Offering			
			Yes	No
21.	21. Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Sec	curities Act of 1933?	•	0
22.	22. If yes, provide the <i>private fund's</i> Form D file number (if any):			
	Form D file number			
	021-322744			
B. S	B. SERVICE PROVIDERS			
Aud	Auditors			
			Yes	No.
23.	23. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		$\odot$	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.		•	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> you must complete questions (b) through (f) separately for each auditing firm.	uses more than one auditin	g firm	1,
	Additional Auditor Information : 1 Record(s) Filed.			
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fur</i> firm, you must complete questions (b) through (f) separately for each auditing firm.	ad uses more than one audi	ting	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS			
	(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country	v):		
	City: State: Country:	,.		
	NEW YORK New York United States			
	(d) Is the auditing firm an independent public accountant?		Yes I	_
	(a) 13 the additing him an independent public accountants		•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?		•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238			
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Account accordance with its rules?	ing Oversight Board in	•	0
				No.
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to investors?	the private fund's	•	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amend	lment contain unqualified op	oinion	s?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your	response when the report is	availa	ıble.
<u>Prii</u>	Prime Broker			
21	24. (a) Does the <i>private fund</i> use one or more prime brokers?			No.
∠4.	zt. (a) Dues the private rand use one of thole prime blokers!		0	•

If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private

	No Information Filed	
<u>an</u>		
Does ·	the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	
If the	answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.	priv
Addit	tional Custodian Information : 1 Record(s) Filed.	
	ne answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the duses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e pri
	Legal name of custodian: STATE STREET BANK & TRUST COMPANY	
	Primary business name of custodian: SSB	
(d)	The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):	
	City: State: Country: TORONTO Canada	
	TORONTO	Υe
(e)	Is the custodian a related person of your firm?	С
	If the custodian is a broker-dealer, provide its SEC registration number (if any): 8 - 73	
	CRD Number (if any):	
11 -	If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entidentifier (if any)	tity
strator		
Does :	the <i>private fund</i> use an administrator other than your firm?	
	answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator.	rato
If the	tional Administrator Information : 1 Record(s) Filed.	
If the must of		
If the must of Addit	ne answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one ninistrator, you must complete questions (b) through (f) separately for each administrator.	
Addit  If the adm  (b)		
Addit  If the adm  (b)	ninistrator, you must complete questions (b) through (f) separately for each administrator.  Name of administrator:	
Addit  If the must of the adm  (b)	Name of administrator:  SSB  Location of administrator (city, state and country):  City:  State:  Country:	
Addit  If the must of the adm  (b)	Name of administrator:  SSB  Location of administrator (city, state and country):  City:  TORONTO  Separately for each administrator.  Canada	Yes
Addit  If the must of the adm  (b)	Name of administrator:  SSB  Location of administrator (city, state and country):  City:  TORONTO  State:  Country:  Canada	Yes O

	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  AB	
you	ring your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is not ar <i>related person</i> ?	
rele	lude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including exations) was the valuation determined by such <i>person</i> .	
Markete		Na
28 (a)	Ves  Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	⊙
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	
	No Information Filed	

nfo	rmation About the <i>Private Fund</i>
1.	<ul><li>(a) Name of the <i>private fund</i>:</li><li>ALLIANCEBERNSTEIN DELAWARE BUSINESS TRUST - AB INTERNATIONAL RESEARCH INSIGHTS SERIES</li><li>(b) <i>Private fund</i> identification number:</li></ul>
	(include the "805-" prefix also) 805-3181401363
2.	Under the laws of what state or country is the <i>private fund</i> organized:
	State: Country: Delaware United States
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):
	Name of General Partner, Manager, Trustee, or Director
	WILMINGTON TRUST COMPANY
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.
	No Information Filed
4.	The <i>private fund</i> (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
	(2) qualifies for the exclusion from the definition of investment company under section 5(e)(7) of the investment company Act of 1740
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.
	No Information Filed
	Yes N
6.	(a) Is this a "master fund" in a master-feeder arrangement?
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?
	No Information Filed
	Yes N
	(c) Is this a "feeder fund" in a master-feeder arrangement?
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :
	Private fund identification number:
	(include the "805-" prefix also)
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:
	No Information Filed
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment

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8. (a) Is this *private fund* a "fund of funds"?

	vehicles, regardless of whether they are also private funds or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other priv	ate fun	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 164,894,538		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 250,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in thorganizational documents of the fund).	ıe	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  186		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 12%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
You	r Advisory Services		
		Yes	No
17.	<ul><li>(a) Are you a subadviser to this <i>private fund</i>?</li><li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer question 17.(a) is "no," leave this question blank.</li></ul>	er to	•
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund?</i> (b) If the appropriate growth and the private fund of th	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	e answ	er
	No Information Filed		
10	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	
17.	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	•	0
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
D!-	rata Offering		
<u>rriv</u>	rate Offering	Yes	No
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0

22. If	. If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
0.	021-294249		
B. SERV	SERVICE PROVIDERS		
<u>Audito</u>	<u>ditors</u>		
			Yes No
23. (a	. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		0 0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepare	ed in accordance with U.S. GAAP?	<ul><li>0</li><li>0</li></ul>
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) b	pelow. If the <i>private fund</i> uses more than one aud	liting firm,
	you must complete questions (b) through (f) separately for each auditing firm.		
	Additional Auditor Information : 1 Record(s) Filed.		
	Additional Addition information . I Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h)	below. If the private fund uses more than one a	uditing
	firm, you must complete questions (b) through (f) separately for each auditing firm	٦.	
	(b) Name of the auditing firm:		
	PRICEWATERHOUSECOOPERS		
	(a) The leasting of the auditing firm's office responsible for the private funds audit	t (city, state and sounts).	
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit  City: State:	Country:	
		United States	
			Yes No
	(d) Is the auditing firm an independent public accountant?		o 0
			~ ~
	(e) Is the auditing firm registered with the Public Company Accounting Oversight	Board?	⊙ ○
			~ ~
	If yes, Public Company Accounting Oversight Board-Assigned Number:		
	238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the I	Public Company Accounting Oversight Board in	⊙ ⊙
	accordance with its rules?		
			Yes No
(g	(g) Are the private fund's audited financial statements for the most recently completed f	iscal year distributed to the private fund's	<ul><li>O</li></ul>
	investors?		
(h	(h) Do all of the reports prepared by the auditing firm for the private fund since your las	t annual updating amendment contain unqualified	?snoiniqo k
	If you check "Report Not Yet Received," you must promptly file an amendment to your I	Form ADV to update your response when the repor	t is available.
<u>Prime</u>	ime Broker		
			Yes No
24. (a	. (a) Does the <i>private fund</i> use one or more prime brokers?		0 0
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) belo	·	the <i>private</i>
	fund uses more than one prime broker, you must complete questions (b) through (e	e) separately for each prime broker.	
	No Information Filed		
Custoo	stodian		
233100			Yes No
25. (a	. (a) Does the <i>private fund</i> use any custodians (including the prime brokers listed above)	to hold some or all of its assets?	© 0
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) belo	w for each custodian the <i>private fund</i> uses. If the	
	uses more than one custodian, you must complete questions (b) through (g) separa	•	
	Additional Custodian Information : 1 Record(s) Filed.		
	Additional custodian millionation . I Record(s) riled.		

5	Legal name of custodian: STATE STREET BANK & TRUST COMPANY			
	Primary business name of custodian: SSB			
(d) T	The location of the custodian's office re	esponsible for <i>custody</i> of the	private fund's assets (city, state and country):	
	City: FORONTO	State:	Country: Canada	
(e) I	s the custodian a <i>related person</i> of you	r firm?		
(f) I	f the custodian is a broker-dealer, prov	vide its SEC registration num	nber (if any):	
	3 - 73			
	CRD Number (if any):			
	If the custodian is not a broker-dealer, identifier (if any)	or is a broker-dealer but do	es not have an SEC registration number, prov	ide its <i>legal enti</i>
	he <i>private fund</i> use an administrator oth	•	nh (f) halow. If the private funduses more than	n one administra
f the amust co	answer to question 26.(a) is "yes," responsible to questions (b) through (f) separational Administrator Information: 1 Responsible to question 26.(a) is "yes,"	poond to questions (b) through arately for each administrato ecord(s) Filed. espond to questions (b) thro	ough (f) below. If the <i>private fund</i> uses more th	
f the amust co	e answer to question 26.(a) is "yes," responsible to questions (b) through (f) separations and administrator Information: 1 Responsible to question 26.(a) is "yes," responsible to question 26.(a) is "yes," responsible to questions and the properties of the propert	poond to questions (b) through arately for each administrato ecord(s) Filed. espond to questions (b) thro	ough (f) below. If the <i>private fund</i> uses more th	
f the amust condition  Addition  If the admit (b) 1	answer to question 26.(a) is "yes," responsible to questions (b) through (f) separational Administrator Information: 1 Responsible to question 26.(a) is "yes,"	poond to questions (b) through arately for each administrato ecord(s) Filed. espond to questions (b) thro	ough (f) below. If the <i>private fund</i> uses more th	
Additi  If the admi	answer to question 26.(a) is "yes," responsible to questions (b) through (f) separational Administrator Information: 1 Responsible answer to question 26.(a) is "yes," responsible to questions and the properties of the properties	ecord(s) Filed. espond to questions (b) through a rately for each administratory. ecord(s) Filed. espond to questions (b) through (f) separately	ough (f) below. If the <i>private fund</i> uses more th	
Additi  If the admi  (b) N  (c) L	answer to question 26.(a) is "yes," responsible to questions (b) through (f) separational Administrator Information: 1 Responsible to question 26.(a) is "yes," responsible to question 26.(a) is "yes," responsible to question 26.(b) is "yes," responsible to question 26.(a) is "yes," responsible to question 26.(b) is "yes," responsible to question 26.(c) is "yes," responsible to question 26.(a) is "yes," responsible to question 26.(b) is "yes," responsible to question 26.(c) is "yes," responsible to question 26.(a) is "yes," responsible to question 26.(b) is "yes," responsible to question 26.(c) is "yes," responsible to question 26.(d) is "yes,"	ecord(s) Filed. espond to questions (b) through a rately for each administratory. ecord(s) Filed. espond to questions (b) through (f) separately	r.  Sugh (f) below. If the <i>private fund</i> uses more the for each administrator.  Country:	
Additi  If the admi  (b) N  (c) L	answer to question 26.(a) is "yes," responsible to questions (b) through (f) separational Administrator Information: 1 Responsible answer to question 26.(a) is "yes," responsible to question 26.(a) is "yes," responsible to questions and the properties of the prope	cond to questions (b) through arately for each administrator ecord(s) Filed. espond to questions (b) through (f) separately and country):	ugh (f) below. If the <i>private fund</i> uses more the for each administrator.	nan one
Additi  If the admi  (b) N  (c) L	answer to question 26.(a) is "yes," responsible to questions (b) through (f) separational Administrator Information: 1 Responsible to question 26.(a) is "yes," responsible to question 26.(a) is "yes," responsible to question 26.(b) is "yes," responsible to question 26.(a) is "yes," responsible to question 26.(b) is "yes," responsible to question 26.(c) is "yes," responsible to question 26.(a) is "yes," responsible to question 26.(b) is "yes," responsible to question 26.(c) is "yes," responsible to question 26.(a) is "yes," responsible to question 26.(b) is "yes," responsible to question 26.(c) is "yes," responsible to question 26.(d) is "yes,"	ecord(s) Filed. espond to questions (b) through a rately for each administrator ecord(s) Filed. espond to questions (b) through (f) separately and country):  State:	r.  Sugh (f) below. If the <i>private fund</i> uses more the for each administrator.  Country:	nan one
Additi  If the admi  (b) N  (c) L  (d) I	answer to question 26.(a) is "yes," responsible to questions (b) through (f) separational Administrator Information: 1 Responsible to question 26.(a) is "yes," responsible to question 26.(a) is "yes," responsible to questions and the properties of the properties o	cond to questions (b) throughrately for each administrator ecord(s) Filed.  espond to questions (b) through (f) separately and country):  State:	ough (f) below. If the <i>private fund</i> uses more the for each administrator.  Country: Canada	nan one
Additi  If the admi  (b) N  (c) L  (d) I  (e) [	answer to question 26.(a) is "yes," response omplete questions (b) through (f) separational Administrator Information: 1 Response answer to question 26.(a) is "yes," response answer to question 26.(a)	cond to questions (b) through rately for each administrator ecord(s) Filed.  espond to questions (b) through (f) separately and country):  State:  your firm?	ough (f) below. If the <i>private fund</i> uses more the for each administrator.  Country: Canada	nan one
f the a must contact Addition If the admining (b) N (c) L (d) I (e) [f] I i	answer to question 26.(a) is "yes," response omplete questions (b) through (f) separational Administrator Information: 1 Response answer to question 26.(a) is "yes," response answer to question 26.(a) is "yes," response of administrator:  SSB  Location of administrator:  City:  TORONTO  Is the administrator a related person of yes (provided to all investors) Son and the answer to question 26.(e) is "no"	pond to questions (b) throughrately for each administrator ecord(s) Filed.  espond to questions (b) through (f) separately and country):  State:  your firm?  Ind investor account statement (provided to some but not the country) or "some," who sends the	r.  Fingh (f) below. If the <i>private fund</i> uses more the for each administrator.  Country: Canada  ents to the <i>private fund's</i> investors?	nan one You
f the amust contact Addition  If the admit (b) N (c) L (d) I (e) [f] I i	enswer to question 26.(a) is "yes," response omplete questions (b) through (f) separated answer to question 26.(a) is "yes," response answer to question 26.(a) is "yes," response answer to question 26.(a) is "yes," response of administrator:  SSB  Location of administrator (city, state and City: FORONTO  Is the administrator a related person of yes (provided to all investors) Son and the answer to question 26.(e) is "no" investors? If investor account statements.	pond to questions (b) throughrately for each administrator ecord(s) Filed.  espond to questions (b) through (f) separately and country):  State:  your firm?  Ind investor account statement (provided to some but not the country) or "some," who sends the	country: Canada  Canada  Canada  Country: Canada  Canada  Country: Canada  Country: Canada  Country: Canada	nan one Ye

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?

allocations) was the valuation determined by such person.

**Marketers** 

relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including

Yes No

	No Information Filed	
	PRIVATE FUND	
	ormation About the <i>Private Fund</i>	
١.	<ul><li>(a) Name of the <i>private fund</i>:     ALLIANCEBERNSTEIN DELAWARE BUSINESS TRUST - AB INTERNATIONAL STRATEGIC EQUITIES SERIES</li><li>(b) <i>Private fund</i> identification number:</li></ul>	
	(include the "805-" prefix also) 805-8605771878	
2.	Under the laws of what state or country is the <i>private fund</i> organized:	
	State: Country: Delaware United States	
	Delaware United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director  WILMINGTON TRUST COMPANY	
	WILWINGTON TROST COMEANT	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
٠.	No Information Filed  The <i>private fund</i> (check all that apply; you must check at least one):	
	No Information Filed	
	No Information Filed  The <i>private fund</i> (check all that apply; you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
	No Information Filed  The <i>private fund</i> (check all that apply; you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed	Yes No
	No Information Filed  The private fund (check all that apply; you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?	
	No Information Filed  The <i>private fund</i> (check all that apply; you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed	
	No Information Filed  The private fund (check all that apply; you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	
	No Information Filed  The private fund (check all that apply: you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed	O G
	No Information Filed  The private fund (check all that apply; you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed	0 @
	No Information Filed  The private fund (check all that apply: you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed	O G
4. 5.	No Information Filed  The private fund (check all that apply; you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed  (c) Is this a "feeder fund" in a master-feeder arrangement?  (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?	O G
	No Information Filed  The private fund (check all that apply; you must check at least one):	Yes No
ō.	The private fund (check all that apply: you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?  No Information Filed  (c) Is this a "feeder fund" in a master-feeder arrangement?  (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of private fund:  Private fund identification number: (include the "805-" prefix also)	Yes No C 6

	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
0	(-) La this problem 6 and a 116 and a 6 6 and a 110		No
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment		⊙
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	$\circ$
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		No <b>⊙</b>
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other priva	te fur	nd:
	DBT		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> :		
	\$ 142,163,353		
<u>Ow</u>	<u>/nership</u>		
12.	Minimum investment commitment required of an investor in the private fund:		
	\$ 1,000,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).	<u>)</u>	
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
	39		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  3%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	0%	Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment	0	0
	Company Act of 1940, are sales of the fund limited to qualified clients?		
16	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
10.	0%		
You	ur Advisory Services	Vos	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	•
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.		~
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\odot$	0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		

1%

assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued

Has th	ne <i>private fund</i> ever relied on an e	exemption from registration of its se	ecurities under Regulation D of the Securities Act of 1933?	Ye	es I
16	and the second of the second o	D file acceptant (if any )		~	
_	provide the <i>private fund's</i> Form    D file number	Diffile number (if any):			
	188812				
ERVICE	PROVIDERS				
<u>litors</u>				.,	
(a) (1	) Are the <i>private fund's</i> financial :	statements subject to an annual au	dit?		es
	•	•	ements prepared in accordance with U.S. GAAP?		9
		1) is "yes," respond to questions (b) through (f) separately for each audit	through (h) below. If the <i>private fund</i> uses more than one aud ing firm.	iting fir	- rm,
A	dditional Auditor Information :	: 1 Record(s) Filed.			
	•	)(1) is "yes," respond to questions (lons (b) through (f) separately for each	b) through (h) below. If the <i>private fund</i> uses more than one a ch auditing firm.	uditing	,
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPER	२९			
	(c) The location of the auditing t	firm's office responsible for the priva	ate fund's audit (city, state and country):		
	City:	State:	Country:		
	NEW YORK	New York	United States		_
	(d) Is the auditing firm an indep	pendent public accountant?		Yes ©	; r
	(e) Is the auditing firm registere	red with the Public Company Account	ting Oversight Board?	•	•
	If yes, Public Company Accor	ounting Oversight Board-Assigned Nu	umber:		
	(f) If "yes" to (e) above, is the accordance with its rules?	auditing firm subject to regular insp	pection by the Public Company Accounting Oversight Board in	•	ı
				Υe	es
	e the <i>private fund's</i> audited finar vestors?	ncial statements for the most recent	ly completed fiscal year distributed to the <i>private fund's</i>	•	⊙
(h) Do	o all of the reports prepared by the	the auditing firm for the private fund	since your last annual updating amendment contain unqualified	opinio	วทร
•	Yes O No O Report Not Yet R	Received			
If .	you check "Report Not Yet Receive	ed," you must promptly file an amend	dment to your Form ADV to update your response when the repor	t is ava	ila
ne Bro	<u>ker</u>				
(a) Do	oes the <i>private fund</i> use one or m	more prime brokers?		Ye	es O
	•		rough (e) below for each prime broker the <i>private fund</i> uses. If (b) through (e) separately for each prime broker.	the <i>pri</i>	iva
		No. Lufa	was Alice Filed		
		NO INFO	rmation Filed		

25. (a) Does the *private fund* use any custodians (including the prime brokers listed above) to hold some or all of its assets?

	itional Custodian Information : 1 Re	ecord(s) Filed.		
	•	•	ough g) below for each custodian the <i>private</i> hrough (g) separately for each custodian.	e fund uses. If the
(b)	Legal name of custodian: STATE STREET BANK & TRUST COMPA	ANY		
(c)	Primary business name of custodian SSB	า:		
(d)	The location of the custodian's office	e responsible for <i>custody</i> of the	private fund's assets (city, state and country	y):
	City: TORONTO	State:	Country: Canada	
	TORONTO		Canada	
(e)	Is the custodian a related person of	your firm?		
(f)	If the custodian is a broker-dealer, p	provide its SEC registration num	nber (if any):	
	8 - 73			
	CRD Number (if any):			
(g)	If the custodian is not a broker-deal identifier (if any)	ıler, or is a broker-dealer but do	oes not have an SEC registration number, pr	ovide its <i>legal enti</i>
	identifier (ii diriy)			
trator				
Does	r the <i>private fund</i> use an administrator	•		
Does If the	r the <i>private fund</i> use an administrator	respond to questions (b) through	gh (f) below. If the <i>private fund</i> uses more th	nan one administra
Does If the must	the <i>private fund</i> use an administrator e answer to question 26.(a) is "yes," i	respond to questions (b) throug separately for each administrato		nan one administra
Does If the must  Addi	the <i>private fund</i> use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) sitional Administrator Information:	respond to questions (b) through separately for each administrato  1 Record(s) Filed.  ," respond to questions (b) through the separately for each administratory.	ough (f) below. If the <i>private fund</i> uses more	
Does If the must  Addi  If t adr	the <i>private fund</i> use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) sitional Administrator Information:  the answer to question 26.(a) is "yes,"	respond to questions (b) through separately for each administrato  1 Record(s) Filed.  ," respond to questions (b) through the separately for each administratory.	ough (f) below. If the <i>private fund</i> uses more	
Does If the must  Addi  If t adr	the <i>private fund</i> use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) sitional Administrator Information: the answer to question 26.(a) is "yes, ministrator, you must complete question."	respond to questions (b) through separately for each administrato  1 Record(s) Filed.  ," respond to questions (b) through the separately for each administratory.	ough (f) below. If the <i>private fund</i> uses more	
Does If the must  Addi  If t adr  (b)	the <i>private fund</i> use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) sitional Administrator Information:  the answer to question 26.(a) is "yes, ministrator, you must complete quest Name of administrator:	respond to questions (b) through separately for each administrator of the sepa	ough (f) below. If the <i>private fund</i> uses more	
Does If the must  Addi  If t adr  (b)	the <i>private fund</i> use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) sitional Administrator Information:  the answer to question 26.(a) is "yes, ministrator, you must complete quest  Name of administrator:  SSB  Location of administrator (city, state City:	respond to questions (b) through separately for each administrator of the sepa	ough (f) below. If the <i>private fund</i> uses more for each administrator.  Country:	
Does If the must  Addi  If t adr  (b)	the <i>private fund</i> use an administrator answer to question 26.(a) is "yes," is complete questions (b) through (f) sitional Administrator Information:  the answer to question 26.(a) is "yes, ministrator, you must complete quest Name of administrator:  SSB  Location of administrator (city, state)	respond to questions (b) through separately for each administrator of the sepa	ough (f) below. If the <i>private fund</i> uses more for each administrator.	than one
Does If the must  Addi  If t adr  (b)	the <i>private fund</i> use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) sitional Administrator Information:  the answer to question 26.(a) is "yes, ministrator, you must complete quest  Name of administrator:  SSB  Location of administrator (city, state City:	respond to questions (b) through separately for each administrator of the sepa	ough (f) below. If the <i>private fund</i> uses more for each administrator.  Country:	than one
Does If the must  Addi  If t adr  (b)  (c)	the <i>private fund</i> use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) sitional Administrator Information:  the answer to question 26.(a) is "yes, ministrator, you must complete quest Name of administrator:  SSB  Location of administrator (city, state City:  TORONTO	respond to questions (b) through separately for each administrator.  1 Record(s) Filed.  ," respond to questions (b) through (f) separately through (f) separately e and country):  State:	ough (f) below. If the <i>private fund</i> uses more for each administrator.  Country: Canada	than one
Does If the must  Addi  If t adr  (b)  (c)	the <i>private fund</i> use an administrator answer to question 26.(a) is "yes," complete questions (b) through (f) sitional Administrator Information:  the answer to question 26.(a) is "yes, ministrator, you must complete quest  Name of administrator:  SSB  Location of administrator (city, state City:  TORONTO  Is the administrator a <i>related persor</i> Does the administrator prepare and	respond to questions (b) through separately for each administrator of the separately for each country):  State:	ough (f) below. If the <i>private fund</i> uses more for each administrator.  Country: Canada	than one

27. During your last fiscal year, what percentage of the *private fund's* assets (by value) was valued by a *person*, such as an administrator, that is not your *related person*?

100%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including

<u>Ma</u>	rkete		Yes	No
28.	(a)	Does the private fund use the services of someone other than you or your employees for marketing purposes?	0	•
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private f</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.		
		No Information Filed		
A. P	RIVA	TE FUND		
<u>I nfc</u>	ormat	tion About the <i>Private Fund</i>		
1.		Name of the <i>private fund</i> :  ALLIANCEBERNSTEIN DELAWARE BUSINESS TRUST - ALLIANCEBERNSTEIN EUROPEAN OPPORTUNITIES SERIES  Private fund identification number:		
		(include the "805-" prefix also) 805-947999398		
2.	Und	ler the laws of what state or country is the <i>private fund</i> organized:		
		State: Country:		
		Delaware United States		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Naı	me of General Partner, Manager, Trustee, or Director		
	WII	LMINGTON TRUST COMPANY		
	(h)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	(b)	No Information Filed		
		The filtren files		
4.	The	private fund (check all that apply; you must check at least one):		
		(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	~	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
_				
5.	LIST	the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed		
6.	(2)	Is this a "master fund" in a master-feeder arrangement?	Yes	_
0.		If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	O	⊙
		No Information Filed		
		The fill of fill difference of the fill of fil		
			Yes	No
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	0	•
		If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
		Private fund identification number: (include the "805-" prefix also)		
		ΓΕ: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 the master-feeder arrangement or reporting on the funds separately.	.B.(1	۱)
7.	If yo	ou are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for	each	ı of

allocations) was the valuation determined by such  $\ensuremath{\textit{person}}.$ 

the feeder funds answer the following questions:

	NO		<b>5</b> . I	
	ass	TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all sets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is litiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	ssue	:d
_			Yes	No
8.		Is this <i>private fund</i> a "fund of funds"?	$\circ$	⊙
	veh	TE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment nicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b)	If yes, does the private fund invest in funds managed by you or by a related person?	0	0
			Yes	No
9.		ring your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment mpany Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	Wh	at type of fund is the <i>private fund</i> ?		
	O DB1	hedge fund $^{f C}$ liquidity fund $^{f C}$ private equity fund $^{f C}$ real estate fund $^{f C}$ securitized asset fund $^{f C}$ venture capital fund $^{f C}$ Other <i>privat</i>	e fun	nd:
	NO	TE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.		rrent gross asset value of the <i>private fund</i> : 31,261,247		
<u>Ow</u>	ners	<u>ship</u>		
12.	Min	nimum investment commitment required of an investor in the <i>private fund</i> :		
		,000,000		
		TE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the anizational documents of the fund).		
13.	App 648	proximate number of the <i>private fund's</i> beneficial owners:		
14.	Wh	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
	8%			
15.	(a)	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	0%		V	<b>N</b> 1-
	(b)	If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?		No O
16.	Wh	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
Υοι	ır Ad	dvisory Services		
			Yes	No
17.	` ,	Are you a subadviser to this <i>private fund</i> ?	0	⊙
	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	to	
		No Information Filed		
4.0		Do any investment advisors (ather then the investment advisors list 11 C 11 7 7 (4) 4 0 (1) 11 11 11 11 11 11 11 11 11 11 11 11 1		No
18.		Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund?</i> If the answer to question 18 (a) is "yes " provide the name and SEC file number, if any, of the other advisers to the private fund. If the	O	© or
	(a)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the attoquestion 18.(a) is "no," leave this question blank.	IIISW	er
		No Information Filed		
			Yes	No

19. Are your *clients* solicited to invest in the *private fund*?

Ν	OTE: For purposes of this question, do not consider feeder funds of the private fund.		
20. A <sub>l</sub>	pproximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? %		
Privat	te Offering		
1. H	as the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Ye ©	s No
2. If	yes, provide the <i>private fund's</i> Form D file number (if any):		
	orm D file number		
С	021-488815		
SFR'	VICE PROVIDERS		
Audito	<u>ors</u>	Va	es No
23. (a	a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	_
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one aud you must complete questions (b) through (f) separately for each auditing firm.	iting fir	m,
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one a firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:  NEW YORK New York United States		
	NEW TORK States	Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:		
	238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
		Ve	es No
(9	g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?	•	
(h	n) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	ns?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is avai	lable.
Prime	<u>Broker</u>		
24. (2	a) Does the <i>private fund</i> use one or more prime brokers?		s No
(0	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pri</i>	
	No Information Filed		

	must complete questions (b) through	(g) separately for each custodian.	
Additional Custodian Information	: 1 Record(s) Filed.		
		ugh g) below for each custodian the <i>private fund</i> nrough (g) separately for each custodian.	uses. If the
(b) Legal name of custodian: STATE STREET BANK & TRUST (	COMPANY		
(c) Primary business name of custoss	todian:		
(d) The location of the custodian's	s office responsible for <i>custody</i> of the	private fund's assets (city, state and country):	
City: TORONTO	State:	Country: Canada	
(e) Is the custodian a related pers	ion of your firm?		
(f) If the custodian is a broker-de	ealer, provide its SEC registration num	ber (if any):	
8 - 73			
CRD Number (if any):			
	r-dealer or is a broker-dealer but do	es not have an SEC registration number, provide	e its <i>legal enti</i>
(g) If the custodian is not a broke identifier (if any)			
1.07	ar dealer, or is a broker dealer but de		
identifier (if any)			
identifier (if any)  rator  Does the private fund use an adminis	strator other than your firm?	h (f) below. If the <i>private fund</i> uses more than o	ne administr
identifier (if any)  rator  Does the private fund use an adminis	strator other than your firm? yes," respond to questions (b) throug h (f) separately for each administrato		ne administr
identifier (if any)  Erator  Does the private fund use an administ the answer to question 26.(a) is "must complete questions (b) through the Additional Administrator Informat If the answer to question 26.(a) is	strator other than your firm? yes," respond to questions (b) throug h (f) separately for each administrato	ugh (f) below. If the <i>private fund</i> uses more than	
identifier (if any)  Erator  Does the private fund use an administ the answer to question 26.(a) is "must complete questions (b) through the Additional Administrator Informat If the answer to question 26.(a) is	strator other than your firm?  yes," respond to questions (b) throug h (f) separately for each administrator  tion: 1 Record(s) Filed.	ugh (f) below. If the <i>private fund</i> uses more than	
identifier (if any)  Erator  Does the private fund use an administing of the answer to question 26. (a) is "important of the answer to questions (b) through the answer to question 1 nformation of the answer to question 26. (a) is administrator, you must complete (b) Name of administrator:	strator other than your firm?  yes," respond to questions (b) throug h (f) separately for each administrator  tion: 1 Record(s) Filed.  s "yes," respond to questions (b) through (f) separately for the se	ugh (f) below. If the <i>private fund</i> uses more than	
identifier (if any)  Erator  Does the private fund use an administrator of the answer to question 26. (a) is "important of the answer to questions (b) through the answer to question of administrator of the administrator of the administrator of administrator:  (b) Name of administrator:  SSB  (c) Location of administrator (city City:	strator other than your firm?  yes," respond to questions (b) throug h (f) separately for each administrator  tion: 1 Record(s) Filed.  s "yes," respond to questions (b) through (f) separately for the se	ugh (f) below. If the <i>private fund</i> uses more than for each administrator.  Country:	
identifier (if any)  Does the private fund use an administrator to question 26.(a) is "must complete questions (b) through  Additional Administrator Informat  If the answer to question 26.(a) is administrator, you must complete  (b) Name of administrator:  SSB  (c) Location of administrator (city	strator other than your firm?  yes," respond to questions (b) through (f) separately for each administrator  tion: 1 Record(s) Filed.  s "yes," respond to questions (b) through (f) separately for each administrator  questions (b) through (f) separately for each administrator  s, state and country):	ugh (f) below. If the <i>private fund</i> uses more than for each administrator.	ı one
identifier (if any)  Erator  Does the private fund use an administrator of the answer to question 26. (a) is "important of the answer to questions (b) through the answer to question of administrator of the administrator of the administrator of administrator:  (b) Name of administrator:  SSB  (c) Location of administrator (city City:	strator other than your firm?  yes," respond to questions (b) through (f) separately for each administrator  tion: 1 Record(s) Filed.  s "yes," respond to questions (b) through (f) separately for each administrator  y, state and country):  State:	ugh (f) below. If the <i>private fund</i> uses more than for each administrator.  Country:	one Y
Does the private fund use an administrator of the answer to question 26. (a) is "must complete questions (b) through the answer to questions (b) through the answer to question 26. (a) is administrator, you must complete (b) Name of administrator:  SSB  (c) Location of administrator (city City: TORONTO  (d) Is the administrator a related of the answer to question 26. (a) is administrator, you must complete (b) Name of administrator:  SSB	strator other than your firm?  yes," respond to questions (b) through (f) separately for each administrator  tion: 1 Record(s) Filed.  s "yes," respond to questions (b) through (f) separately for each administrator  y, state and country):  State:	ugh (f) below. If the <i>private fund</i> uses more than for each administrator.  Country: Canada	

<u>Custodian</u>

21.	your related person?	15 1101	
	100%		
	Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining ar relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includations) was the valuation determined by such <i>person</i> .	-	
Maı	<u>rketers</u>		
28	(a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	
20.	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicito similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.		•
	No Information Filed		
4. PI	RIVATE FUND		
nfo	ormation About the <i>Private Fund</i>		
1.	(a) Name of the <i>private fund</i> : ALLIANCEBERNSTEIN DELAWARE BUSINESS TRUST - ALLIANCEBERNSTEIN FUNDAMENTAL INTERNATIONAL SMALL CAP SERIES		
	(b) Private fund identification number:   (include the "805-" prefix also)   805-8499294162		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director WILMINGTON TRUST COMPANY		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
	<ul> <li>□ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>□ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ul>		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	⊙
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?  No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	⊙
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section	7.B.(´	1)

	No Information Filed		
	No momation riled		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	ı
	(a) Is this <i>private fund</i> a "fund of funds"?	0	
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	
		Yes	ı
	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	
).	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private DBT	te fur	nd
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
١.	Current gross asset value of the <i>private fund</i> : \$ 119,445,374		
W	nership		
2.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 5,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	<u>,</u>	
3.	Approximate number of the <i>private fund's</i> beneficial owners:  16		
4.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
5.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
		Yes	
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	
).	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
טנ	ur Advisory Services		
		Yes	
٠.	(a) Are you a subadviser to this <i>private fund</i> ?	0	
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer	TO	

for the master-feeder arrangement or reporting on the funds separately.

	to question 18.(a) is "no," leave this question blank.  No Information Filed		
		Yes	s No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	•	0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
Priv	ate Offering		
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes	s No
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-345078		
. SI	RVICE PROVIDERS		
Aud	<u>itors</u>	Ve	s No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	·	_
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audityou must complete questions (b) through (f) separately for each auditing firm.	ting firn	n,
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one at firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):		
	City: State: Country:		
	NEW YORK New York United States	Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	
		٠	О
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?		s No
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinior	าร?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	t is avail	able.
Prir	ne Broker		
		Ye	s No
	(a) Doos the private funduse one or more prime brokers?		

If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private

	No Information Filed	
<u>lian</u>		
) Does	the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	Y
	e answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e <i>priva</i>
Addi	itional Custodian Information : 1 Record(s) Filed.	
	he answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the duses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	he <i>priv</i>
(b)	Legal name of custodian: STATE STREET BANK & TRUST COMPANY	
(c)	Primary business name of custodian: SSB	
(d)	The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):	
	City: State: Country: TORONTO Canada	
		Yes
(e)	Is the custodian a related person of your firm?	0
(f)	If the custodian is a broker-dealer, provide its SEC registration number (if any):  8 - 73	
	CRD Number (if any):  If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>legal</i> each second	
(g)		entity
(g)	identifier (if any)	entity
strator		entity Y
Does If the	<u>-</u>	Y
Does If the must	the <i>private fund</i> use an administrator other than your firm?  e answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one adminis	Y
Does If the must  Addi	the <i>private fund</i> use an administrator other than your firm?  e answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator.	Y
Does If the must  Addi  If the adn	the <i>private fund</i> use an administrator other than your firm?  answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator questions (b) through (f) separately for each administrator.  itional Administrator Information: 1 Record(s) Filed.  the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one	Y
Does If the must  Addi  If the adn  (b)	the <i>private fund</i> use an administrator other than your firm?  e answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator.  itional Administrator Information: 1 Record(s) Filed.  the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one ministrator, you must complete questions (b) through (f) separately for each administrator.  Name of administrator:  SSB	Y
Does If the must  Addi  If the adn  (b)	the <i>private fund</i> use an administrator other than your firm?  a answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator.  Itional Administrator Information: 1 Record(s) Filed.  The answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one ministrator, you must complete questions (b) through (f) separately for each administrator.  Name of administrator:  SSB  Location of administrator (city, state and country):  City: State: Country:	Y
Does If the must  Addi  If the adn  (b)	the <i>private fund</i> use an administrator other than your firm? e answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator.  itional Administrator Information: 1 Record(s) Filed.  the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one ministrator, you must complete questions (b) through (f) separately for each administrator.  Name of administrator:  SSB  Location of administrator (city, state and country):	Y

	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable AB		
27.	During your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrate your <i>related person</i> ?	or, that is not	
	Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtained relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations allocations) was the valuation determined by such <i>person</i> .		
Maı	<u>rketers</u>		
28.	(a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	No <b>⊙</b>
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer	private fund	
	No Information Filed		
, DI	RIVATE FUND		
nfo	rmation About the <i>Private Fund</i>		
1.	(a) Name of the private fund:		
	ALLIANCEBERNSTEIN GROUP TRUST - EMERGING MARKETS FUND		
	(b) Private fund identification number:  (include the "805-" prefix also)		
	805-5508514307		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Delaware United States		
	Delaware Officed States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director  NORTHERN TRUST COMPANY (CUSTODIAL TIEE)		
	NORTHERN TROST COMPANY (COSTODIAL TILL)		
	(b) If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i> .		
	No Information Filed		
4.	The private fund (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of	1040	
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	⊙
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?  No Information Filed		
	NO THIOTHUMOTTHEA		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		

	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	each	າ of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
0			No
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this guestion only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment	0	⊙
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	$\circ$	$\circ$
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes O	No <b>⊙</b>
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private GROUP TRUST	e fun	ıd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 134,144,836		
<u>Ow</u>	nership_		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 5,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners:  1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes ©	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%		
<u> Υο</u> ι	ur Advisory Services		
_		Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	•

(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to

Private fund identification number:

	question 17.(a) is "no," leave this question blank.		
	No Information Filed		
Q (a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	_	s N
	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the	<b>O</b> ≀ans ≏	
(10)	to question 18.(a) is "no," leave this question blank.	, 4113	WCI
	No Information Filed		
		Ye	s N
P. Ar	e your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	
NC	DTE: For purposes of this question, do not consider feeder funds of the private fund.		
O. Ap	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
rivate	e Offering		_
I. Ha	s the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Ye	s N
2. If	yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
udito	ICE PROVIDERS  rs		
		Ye	s I
8. (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	)
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	)
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing the private fund uses the privat	ng firi	n,
	you must complete questions (b) through (f) separately for each auditing firm.		
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one aud firm, you must complete questions (b) through (f) separately for each auditing firm.	iting	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:		
	NEW YORK New York United States		
	(d) Is the auditing firm an independent public association?	Yes	No
	(d) Is the auditing firm an independent public accountant?	⊙	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
			_
(~)	Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's		s ľ
(9)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	©	)
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified o	pinio	าร'
	. If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is	s avai	lai

rime E	<u>Broker</u>			Yes No
4. (a)	Does the <i>private fund</i> use one or r	nore prime brokers?		Yes No
	•		through (e) below for each prime broker the private	re fund uses. If the private
	fund uses more than one prime br		ons (b) through (e) separately for each prime broker	<del>,</del>
ustodi	<u>an</u>			Yes No
5. (a)	Does the <i>private fund</i> use any cus	todians (including the prime brol	kers listed above) to hold some or all of its assets?	• o
	•		through (g) below for each custodian the <i>private fo</i> hrough (g) separately for each custodian.	und uses. If the private fund
	Additional Custodian Information	on : 1 Record(s) Filed.		
			(b) through g) below for each custodian the <i>private</i> as (b) through (g) separately for each custodian.	fund uses. If the private
	(b) Legal name of custodian:  NORTHERN TRUST COMPANY	,		
	(c) Primary business name of c NORTHERN TRUST	ustodian:		
	(d) The location of the custodia	n's office responsible for <i>custod</i> y	of the <i>private fund's</i> assets (city, state and country)	):
	City: CHICAGO	State: Illinois	Country: United States	
	CITICAGO	11111013	officed States	Yes No
	(e) Is the custodian a related p	erson of your firm?		○ ●
	(f) If the custodian is a broker-	dealer, provide its SEC registrati	on number (if any):	
	CRD Number (if any):			
	(g) If the custodian is not a bro	ker-dealer, or is a broker-dealer	but does not have an SEC registration number, pro	ovide its <i>legal entity</i>
.dminis	strator			
6 (a)	Does the <i>private fund</i> use an admi	nistrator other than your firm?		Yes No
o. (a)	·	s "yes," respond to questions (b)	through (f) below. If the <i>private fund</i> uses more than istrator.	
	Additional Administrator Inform	nation : 1 Record(s) Filed.		
		is "yes," respond to questions ( te questions (b) through (f) sepa	(b) through (f) below. If the <i>private fund</i> uses more arately for each administrator.	than one
	(b) Name of administrator: STATE STREET BANK & TRUS	T CO		
	(c) Location of administrator (c	3,	0	
	City: TORONTO	State:	Country: Canada	
				Yes No
	(d) Is the administrator a relate	ed person of your firm?		0 0

	C Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)	
	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."  AB	5
27.	. During your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that your <i>related person</i> ?  100%	is not
	Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining a relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (inclu allocations) was the valuation determined by such <i>person</i> .	-
Ma	arketers experience of the second sec	
28.	. (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?	Yes N
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicit similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	or, or
	No Information Filed	
1. Pl	PRIVATE FUND	
nfo	ormation About the <i>Private Fund</i>	
1.	(a) Name of the <i>private fund</i> :  ALLIANCEBERNSTEIN INSTITUTIONAL FUND - GLOBAL PLUS FIXED INCOME FUND	
	(b) Private fund identification number:	
	(include the "805-" prefix also)	
	805-2076572093	
2.	Under the laws of what state or country is the <i>private fund</i> organized:	
	State: Country:	
	Delaware United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director  NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	No Information Filed	
4.	The <i>private fund</i> (check all that apply; you must check at least one):	
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940	
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
	No Information Filed	
		Yes No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0 0
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	
	No Information Filed	

	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	eacl	า of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		•
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes	No ©
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private INSTITUTIONAL FUND	e fur	ıd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 128,550,630		
<u>Ow</u>	nership.		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 5,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners: 6		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%		

0 0

(c) Is this a "feeder fund" in a master-feeder arrangement?

		V.	_ ^
. (a)	Are you a subadviser to this <i>private fund</i> ?	Y	s N
(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answ question 17.(a) is "no," leave this question blank.	_	
	No Information Filed		
		Ye	s N
. (a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?		)
(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	ne ans	wer
	No Information Filed		
		Ye	s N
	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	,
NO	TE: For purposes of this question, do not consider feeder funds of the private fund.		
. App	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
vate	<u>Offering</u>		
Цол	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?		s N
. Has	the private rund even relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	(	)
. If y	es, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
SERVI <u>ditor</u>	CE PROVIDERS <u>s</u>	Y	es
ditor	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	(	9
ditor	s (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(	9
ditor	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit	(	9
ditor	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.	( ing fir	m,
ditor	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one audition are the private fund uses more than one auditions are the private fund uses more than one audition are the private fund uses more than one audition are the private fund uses more than one a	( ing fir	m,
ditor	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditim, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	( ing fir	m,
ditor	(1) Are the <i>private fund</i> 's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City: State: Country:	( ing fir	m,
ditor	(1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):	ing fir	m,
ditor	(1) Are the <i>private fund</i> 's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City: State: Country:	( ing fir	m,
ditor	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States	ing fir	No.
ditor	(1) Are the <i>private fund</i> 's financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditim, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States  (d) Is the auditing firm an <i>independent public accountant</i> ?	ing fir	No.

(h) Do all of the reports prepared by the auditing firm for the *private fund* since your last *annual updating amendment* contain unqualified opinions?

investors?

	If you check "Report Not Yet Received," you must promptly file an amendment	t to your Form ADV to update your response when the report is availab	ıle.
Prime E	ne Broker		
24. (a)	(a) Does the <i>private fund</i> use one or more prime brokers?	Yes	No
	If the answer to question 24.(a) is "yes," respond to questions (b) through fund uses more than one prime broker, you must complete questions (b) the	n (e) below for each prime broker the <i>private fund</i> uses. If the <i>private</i>	
	No Informati	on Filed	
<u>Custodi</u>	<u>odian</u>		
25 (a)	(a) Does the <i>private fund</i> use any custodians (including the prime brokers lister	Yes d above) to hold some or all of its assets?	_
20. (d)	If the answer to question 25.(a) is "yes," respond to questions (b) through uses more than one custodian, you must complete questions (b) through (	n (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses.	und
	Additional Custodian Information : 1 Record(s) Filed.		
	If the answer to question 25.(a) is "yes," respond to questions (b) throu fund uses more than one custodian, you must complete questions (b) the (b) Legal name of custodian:		
	NORTHERN TRUST COMPANY		
	(c) Primary business name of custodian:  NORTHERN TRUST		
	(d) The location of the custodian's office responsible for $custody$ of the $p$	private fund's assets (city, state and country):	
	City: State: CHICAGO Illinois	Country: United States	
	(e) Is the custodian a <i>related person</i> of your firm?	Yes No	
			,
	(f) If the custodian is a broker-dealer, provide its SEC registration numb	er (if any):	
	CRD Number (if any):		
	(g) If the custodian is not a broker-dealer, or is a broker-dealer but does identifier (if any)	s not have an SEC registration number, provide its legal entity	
Adminis	inistrator	W	N.I.
26. (a)	(a) Does the <i>private fund</i> use an administrator other than your firm?	Yes	C
	If the answer to question 26.(a) is "yes," respond to questions (b) through must complete questions (b) through (f) separately for each administrator.	(f) below. If the <i>private fund</i> uses more than one administrator, yo	~
	Additional Administrator Information : 1 Record(s) Filed.		
	If the answer to question 26.(a) is "yes," respond to questions (b) through administrator, you must complete questions (b) through (f) separately for	•	
	(b) Name of administrator:		
	NORTHERN TRUST		
	(c) Location of administrator (city, state and country):		

State:

Country:

		CHICAGO	HIIIIOIS	United States		
	(0	d) Is the administrator a <i>rela</i>	ted person of your firm?		Yes No	
		,	,			
	(∈	•	•	statements to the <i>private fund's</i> investors?		
		C Yes (provided to all inve	stors) Some (provided to some	e but not all investors) 👩 No (provided to r	io investors)	
	(f)	•		nds the investor account statements to the ne (rest of the) <i>private fund's</i> investors, res	• •	
27.	your <i>rel</i> a 100% Include relevant	ated person? only those assets where (i) s	such <i>person</i> carried out the valuat on used for purposes of investor s	ets (by value) was valued by a <i>person</i> , such tion procedure established for that asset, if ubscriptions, redemptions or distributions,	any, including obtaining any	
Ma	rketers					
					Yes	No
28.	You simi	must answer "yes" whether lar <i>person</i> . If the answer to q	the <i>person</i> acts as a placement a uestion 28.(a) is "yes," respond t	or your <i>employees</i> for marketing purposes agent, consultant, finder, introducer, munic to questions (b) through (g) below for each omplete questions (b) through (g) separate	ipal advisor or other solicitor, or a such marketer the <i>private fund</i>	•
			No	Information Filed		
<b>nfo</b>	(a) Nan ALL (b) <i>Priv</i> (inc	About the Private Fund  The of the private fund:  IANCEBERNSTEIN INSTITUTION  That are fund identification number  Independent of the "805-" prefix also)  -6334528824	NAL FUND - INTERNATIONAL LARC	GE CAP GROWTH FUND		
2.	Under ti Stat		ntry is the <i>private fund</i> organized: Country:			
	Dela	aware	United S	tates		
3.	Name o	of General Partner, Manage	, Trustee, or Director	ersons serving in a similar capacity):		
	NORTHI	ERN TRUST COMPANY (CUSTC	DIAL TTEE), WILMINGTON TRUST	COMPANY (DELAWARE TTEE)		
	(b) If fil	ing an <i>umbrella registration</i> , i	dentify the <i>filing adviser</i> and/or <i>rel</i>	lying adviser(s) that sponsor(s) or manage(	s) this <i>private fund.</i>	
			No Inf	formation Filed		
4.	(1)	qualifies for the exclusion from		npany under section 3(c)(1) of the Investm	. •	
5.	List the	name and country, in English		ry authority with which the private fund is reference formation Filed	egistered.	
			INO IIII	omation i licu	Yes	No.
6.	(a) Is tl	nis a "master fund" in a mas	er-feeder arrangement?		O	

(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

	No Information Filed	
		Yes No
	<ul><li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li><li>(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Name of <i>private fund</i> identification number:</li></ul>	0 ⊚
	Private fund identification number: (include the "805-" prefix also)  NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section	7 D (1)
	for the master-feeder arrangement or reporting on the funds separately.	7.0.(1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	each of
	No Information Filed	
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issued
8.	(a) Is this <i>private fund</i> a "fund of funds"?	Yes No
0.	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0 0
		Yes No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	○ ⊙
10.	What type of fund is the private fund?	
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private INSTITUTIONAL FUND	te fund:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.	
11.	Current gross asset value of the <i>private fund</i> : \$ 94,140,554	
<u>Ow</u>	<u>vnership</u>	
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 5,000,000	
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 7	
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%	
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%	
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to qualified clients?	Yes No

ur A	dvisory Services		
(0)	Are you a subadviser to this private fund?		es
	Are you a subadviser to this <i>private fund</i> ?  If the answer to question 17 (a) is "yes " provide the name and SEC file number, if any, of the adviser of the private fund. If the	ha anawar ta	
(D)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If t question 17.(a) is "no," leave this question blank.	ne answer to	
	No Information Filed		
		Ye	es
(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	C	0
(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fu</i> to question 18.(a) is "no," leave this question blank.	<i>ınd</i> . If the ans	SW€
	No Information Filed		
		Ye	es
	your <i>clients</i> solicited to invest in the <i>private fund?</i>	•	•
NC	TE: For purposes of this question, do not consider feeder funds of the private fund.		
	proximately what percentage of your clients has invested in the private fund?		
1%			
ate	Offering		
د⊔	s the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 193		es
па	s the private rand ever relied on an exemption from registration of its securities and execution b of the securities act of 193.	3? 6	•)
lf	res, provide the <i>private fund's</i> Form D file number (if any):		
Fc	rm D file number		
	CE PROVIDERS		
		Y	es
itoı			es •
lito	<u>s</u>	(	_
itoı	s (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(	⊙ ⊙
itoı	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than or	(	⊙ ⊙
itoı	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than or you must complete questions (b) through (f) separately for each auditing firm.	ne auditing fir	• • • • • • • • • • • • • • • • • • •
itoı	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than or you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than firm, you must complete questions (b) through (f) separately for each auditing firm.	ne auditing fir	⊙ ⊙ rm,
itoı	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than or you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than	ne auditing fir	⊙ ⊙ rm,
<u>lito</u>	(1) Are the <i>private fund</i> 's financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than or you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	ne auditing fir	⊙ ⊙ rm,
ito	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than or you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:	ne auditing fir	o o rm,
itoı	(1) Are the <i>private fund</i> 's financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than or you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):	ne auditing fir	● ● rm,
to	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than or you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:	ne auditing fir	● ● rm,
itoı	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than or you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States	ne auditing fir one auditing Yes	● ● rm
itoı	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than or you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  New YORK  New York  United States  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	ne auditing fir	● ● rm
itoı	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than or you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States  (d) Is the auditing firm an <i>independent public accountant?</i>	ne auditing fir	on rm

		Yes No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	⊙ ○
(h)	) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualifi	ed opinions?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the rep	ort is available.
Prime I	<u>Broker</u>	V N
24. (a)	) Does the <i>private fund</i> use one or more prime brokers?	Yes No
(-)	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	~ ~
	No Information Filed	
Custodi	<u>lian</u>	Yes No
25. (a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	⊙ ⊙
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	the private fund
	Additional Custodian Information : 1 Record(s) Filed.	
	<ul> <li>(b) Legal name of custodian: NORTHERN TRUST COMPANY</li> <li>(c) Primary business name of custodian: NORTHERN TRUST</li> <li>(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country: CHICAGO Illinois United States</li> </ul>	
		Yes No
	(e) Is the custodian a related person of your firm?	0 0
	(f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  - CRD Number (if any):	
	(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its <i>lega identifier</i> (if any)	I entity
<u>Admini</u>	<u>istrator</u>	Yes No
26. (a)	Does the private fund use an administrator other than your firm?	<ul><li>O</li></ul>
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one admi must complete questions (b) through (f) separately for each administrator.	nistrator, you
	Additional Administrator Information : 1 Record(s) Filed.	
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.	

	(b)	Name of administrator:			
		NORTHERN TRUST			
	(c)	Location of administrator (city	y, state and country):		
		City:	State:	Country:	
		CHICAGO	Illinois	United States	
	(d)	Is the administrator a related	person of your firm?		Yes No
			,		
	(e)	• •		statements to the <i>private fund's</i> investors? e but not all investors) <b>©</b> No (provided to r	
	(f)	·	• •	nds the investor account statements to the ne (rest of the) <i>private fund's</i> investors, res	. ,
27.	your <i>relat</i> 100% Include o relevant	red person?	h <i>person</i> carried out the valuat used for purposes of investor s	ets (by value) was valued by a <i>person</i> , sucl tion procedure established for that asset, if ubscriptions, redemptions or distributions,	any, including obtaining any
<u>Mar</u>	<u>keters</u>				
<b>၁</b>	(a) Doos	the private funduse the service	ses of semoone other than you	or your <i>employee</i> s for marketing purposes	Yes No
20.	You r	must answer "yes" whether th ar <i>person</i> . If the answer to que	e <i>person</i> acts as a placement a stion 28.(a) is "yes," respond t	agent, consultant, finder, introducer, munic to questions (b) through (g) below for each omplete questions (b) through (g) separate	ipal advisor or other solicitor, or a such marketer the <i>private fund</i>
			No	Information Filed	
	RIVATE FUN	ND bout the <i>Private Fund</i>			
1.	(a) Name	e of the <i>private fund</i> :			
	(b) <i>Privat</i>	NCEBERNSTEIN NEXT 50 EMER te fund identification number: ide the "805-" prefix also) 1677473550	RGING MARKETS (DELAWARE) F	UND, L.P.	
2.	Under the	e laws of what state or country	y is the <i>private fund</i> organized:		
	State Delav		Country: United S		
3.	(a) Name	e(s) of General Partner, Manag	er, Trustee, or Directors (or <i>pe</i>	ersons serving in a similar capacity):	
		General Partner, Manager, T			
	ALLIANCI	EBERNSTEIN NEXT 50 EMERGIN	NG MARKETS (DELAWARE) MANA	AGEMENT, LLC	
	(b) If filir	ng an <i>umbrella registration.</i> ider	ntify the <i>filina adviser</i> and/or <i>re</i>	lying adviser(s) that sponsor(s) or manage(	s) this <i>private fund.</i>
				formation Filed	
4.	The priva	te fund (check all that apply; y	ou must check at least one).		
				npany under section 3(c)(1) of the Investm	

5.	List the name and country, in English, or each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.		
	No Information Filed		
6.	(a) Is this a "master fund" in a master-feeder arrangement?	Yes	
0.	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	0	•
	No Information Filed		
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes	
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :	•	0
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(´	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	r each	ı of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially al assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?  NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	t O	•
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes	
10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private of the	ate fun	d:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 3,999,932		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 250,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).	÷	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 291		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 12%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		

(b)	If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	O
16. Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
Your Ac	lvisory Services		
		Yes	No
17. (a)	Are you a subadviser to this <i>private fund</i> ?	$\circ$	$\odot$
(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	to	
	No Information Filed		
		Yes	No
18. (a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
		Yes	No
19. Are	your clients solicited to invest in the private fund?	$\odot$	0
NO	E: For purposes of this question, do not consider feeder funds of the private fund.		
20. App	roximately what percentage of your clients has invested in the private fund?		
Private	Offering		
1111410	<del>one ng</del>	Yes	No
21. Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0
22. If y	es, provide the <i>private fund's</i> Form D file number (if any):		
	m D file number		
02	1-219167		
B. SERVI	CE PROVIDERS		
Auditor	<u>s</u>	Voc	. No.
		_	No C
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
		⊙ ⊙	0
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙ ⊙	0
	<ul> <li>(1) Are the private fund's financial statements subject to an annual audit?</li> <li>(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?</li> <li>If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing</li> </ul>	⊙ ⊙	0
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	<b>⊙</b> <b>⊙</b> g firm	0
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.	<b>⊙</b> <b>⊙</b> g firm	0
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm.	<b>⊙</b> <b>⊙</b> g firm	0
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	<b>⊙</b> <b>⊙</b> g firm	0
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:	<b>⊙</b> <b>⊙</b> g firm	0
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:  LUXEMBOURG	<b>⊙</b> g firm	00
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:  LUXEMBOURG  (d) Is the auditing firm as Independent public accounter?	og firm	O O
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  State:  Country:  LUXEMBOURG  (d) Is the auditing firm as Independent public accounter?	og firm	00
	(1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City:  State:  Country:  LUXEMBOURG  (d) Is the auditing firm registered with the Public Company Accounting Oversight Read?	og firm	O O

	(f) If "yes" to (e) above, is the auditing firm subject to regular inspect accordance with its rules?	tion by the Public Company Accounting Oversight Board in	• c
			Yes No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently investors?	completed fiscal year distributed to the private fund's	<b>⊙</b> ○
(h)	Do all of the reports prepared by the auditing firm for the private fund significant properties of the private fund significant properties are significant to the private fund significant properties and the private fund significant properties are significant properties.	nce your last annual updating amendment contain unqualified	l opinions?
	If you check "Report Not Yet Received," you must promptly file an amendment	nent to your Form ADV to update your response when the report	t is available.
<u>Prime</u>	<u>Broker</u>		Yes No
24. (a)	Does the <i>private fund</i> use one or more prime brokers?		O 0
	If the answer to question 24.(a) is "yes," respond to questions (b) throughout uses more than one prime broker, you must complete questions (b)	,	the <i>private</i>
	No Inform	nation Filed	
Custod	ion		
Custod	<u>ian</u>		Yes No
25. (a)	Does the private fund use any custodians (including the prime brokers list	sted above) to hold some or all of its assets?	0 0
	If the answer to question 25.(a) is "yes," respond to questions (b) througuses more than one custodian, you must complete questions (b) throug		e private fund
	Additional Custodian Information : 1 Record(s) Filed.		
	If the answer to question 25.(a) is "yes," respond to questions (b) the fund uses more than one custodian, you must complete questions (b)  (b) Legal name of custodian:  STATE STREET CAYMAN TRUST COMPANY LTD.	,	ne <i>private</i>
	(c) Primary business name of custodian: STATE STREET CAYMAN TRUST COMPANY LTD.		
	(d) The location of the custodian's office responsible for <i>custody</i> of the	e private fund's assets (city, state and country):	
	City: State: GRAND CAYMAN	Country: Cayman Islands	
		,	Yes No
	(e) Is the custodian a related person of your firm?		0 0
	(f) If the custodian is a broker-dealer, provide its SEC registration nu	mber (if any):	
	CRD Number (if any):		
	(g) If the custodian is not a broker-dealer, or is a broker-dealer but of identifier (if any)	loes not have an SEC registration number, provide its <i>legal e</i>	entity
<u>Admini</u>	<u>strator</u>		
26 (3)	Does the <i>private fund</i> use an administrator other than your firm?		Yes No
20. (a)	2000 the private rand use air administrator other than your mini:		⊙ ○

If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you

must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

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	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.	
	(b) Name of administrator: STATE STREET CAYMAN TRUST COMPANY LTD.	
	(c) Location of administrator (city, state and country):  City: State: Country:  GRAND CAYMAN Cayman Islands	
	(d) Is the administrator a <i>related person</i> of your firm?	Yes No
	(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  • Yes (provided to all investors) • Some (provided to some but not all investors) • No (provided to no investors)	
	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable".	
	<ul> <li>During your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i>, such as an administrate your <i>related person</i>?</li> <li>100%</li> <li>Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtained relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations allocations) was the valuation determined by such <i>person</i>.</li> </ul>	aining any
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer	private fund
	No Information Filed	
	PRIVATE FUND  Formation About the <i>Private Fund</i>	
2.	Under the laws of what state or country is the <i>private fund</i> organized:  State:  Country:  Cayman Islands	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):  Name of General Partner, Manager, Trustee, or Director	
	ALLIANCEBERNSTEIN SECURITIZED ASSETS MANAGEMENT LLC	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	No Information Filed	

4. The private fund (check all that apply; you must check at least one):

Name of	-	English, of each foreign fina		vith which the $ ho$	orivate fund is register	red.		
Other - C	CAYMAN ISLANDS MC	NETARY AUTHORITY						
						Yes		
(a) Is thi	is a "master fund" ir	a master-feeder arrangem	nent?			•		
(b) If yes	s, what is the name	and private fund identification	on number (if any) of the f	eeder funds inv	esting in this <i>private</i> i	fund?		
Name of	f private fund	·		F	Private fund identific	cation number		
ALLIANC	EBERNSTEIN SECURI	TIZED ASSETS FUND (CAYM	IAN), L.P.	8	805-6893004061			
ALLIANC	EBERNSTEIN SECURI	TIZED ASSETS FUND (DELA	WARE), L.P.	8	305-8577605406			
						Yes		
(c) Is thi	is a "feeder fund" in	a master-feeder arrangeme	ent?			O		
(d) If yes	s, what is the name	and <i>private fund</i> identification	on number (if any) of the r	naster fund in w	hich this <i>private fund</i>	d invests?		
Name	e of <i>private fund</i> :							
	te fund identification ude the "805-" prefix							
NOTE: Yo	ou must complete qu	estion 6 for each master-fe	eeder arrangement regardl	ess of whether	you are filing a single	e Schedule D, Section 7.B.(1		
	· · · · · · · · · · · · · · · · · · ·	ement or reporting on the f	•	ess of whether	you are ming a single	S Schedule By Section 7.B.(1		
•		dule D, Section 7.B.(1) for a following questions:	a master-feeder arrangeme	ent according to	the instructions to th	nis Section 7.B.(1), for each		
Additional Feeder Fund Information : 2 Record(s) Filed.								
Addition	nal Feeder Fund Info	ormation : 2 Record(s) File	ed.					
7. If yo	ou are filing a single	Schedule D, Section 7.B.(1)	) for a master-feeder arrar	gement accordi	ng to the instructions	s to this Section 7.B.(1), for		
7. If yo	ou are filing a single h of the feeder fund:	Schedule D, Section 7.B.(1) s answer the following ques	) for a master-feeder arrar	gement accordi	ng to the instructions	s to this Section 7.B.(1), for		
7. If yo	ou are filing a single h of the feeder fund: Name of the <i>pri</i> v	Schedule D, Section 7.B.(1) s answer the following ques	) for a master-feeder arrar stions:	gement accordi	ng to the instructions	s to this Section 7.B.(1), for		
7. If yo each	ou are filing a single h of the feeder fund: Name of the <i>pri</i> v ALLIANCEBERNS	Schedule D, Section 7.B.(1) is answer the following quest vate fund:	) for a master-feeder arrar stions:	gement accordi	ng to the instructions	s to this Section 7.B.(1), for		
7. If yo	ou are filing a single h of the feeder fund: Name of the <i>priv</i> ALLIANCEBERNS <i>Private fund</i> iden	Schedule D, Section 7.B.(1) sanswer the following questate fund: TEIN SECURITIZED ASSETS tification number:	) for a master-feeder arrar stions:	igement accordi	ng to the instructions	s to this Section 7.B.(1), for		
7. If yo each	ou are filing a single h of the feeder fund: Name of the <i>priv</i> ALLIANCEBERNS' <i>Private fund</i> iden (include the "80!	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS tification number: 5-" prefix also)	) for a master-feeder arrar stions:	gement accordi	ng to the instructions	s to this Section 7.B.(1), for		
7. If yo each	ou are filing a single h of the feeder fund: Name of the <i>priv</i> ALLIANCEBERNS <i>Private fund</i> iden	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS tification number: 5-" prefix also)	) for a master-feeder arrar stions:	gement accordi	ng to the instructions	s to this Section 7.B.(1), for		
7. If yo each (a)	ou are filing a single h of the feeder fund: Name of the <i>priv</i> ALLIANCEBERNS'  Private fund iden (include the "80!	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS tification number: 5-" prefix also)	) for a master-feeder arrar stions: FUND (CAYMAN), L.P.		ng to the instructions	s to this Section 7.B.(1), for		
7. If yo each	ou are filing a single h of the feeder fund: Name of the <i>priv</i> ALLIANCEBERNS  Private fund iden (include the "80! 805-689300406	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS tification number: 5-" prefix also) 1	) for a master-feeder arranstions:  FUND (CAYMAN), L.P.  the <i>private fund</i> organized		ng to the instructions	s to this Section 7.B.(1), for		
7. If yo each (a)	ou are filing a single h of the feeder fund: Name of the <i>priv</i> ALLIANCEBERNS'  Private fund iden (include the "80!	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS tification number: 5-" prefix also) 1 of what state or country is to country is to country is the country in the country is the country is the country is the country in the country in the country is the country in the country in the country in the country is the country in	) for a master-feeder arrar stions: FUND (CAYMAN), L.P.		ng to the instructions	s to this Section 7.B.(1), for		
7. If yo each (a)	ou are filing a single h of the feeder fund: Name of the <i>priv</i> ALLIANCEBERNS  Private fund iden (include the "80! 805-689300406  Under the laws of State:	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS tification number: 5-" prefix also) 1 of what state or country is to Country is the country in the country in the country is the country in the country i	) for a master-feeder arranstions:  FUND (CAYMAN), L.P.  the <i>private fund</i> organized ountry: ayman Islands			s to this Section 7.B.(1), for		
7. If yo each (a)	ou are filing a single h of the feeder fund: Name of the prival ALLIANCEBERNS:  Private fund iden (include the "80! 805-689300406  Under the laws of State:	Schedule D, Section 7.B.(1) s answer the following quest vate fund: TEIN SECURITIZED ASSETS tification number: 5-" prefix also) 1 of what state or country is to Cale	) for a master-feeder arranstions:  FUND (CAYMAN), L.P.  the <i>private fund</i> organized ountry: ayman Islands  tee or Directors (or <i>person</i>			s to this Section 7.B.(1), for		
7. If yo each (a)	ou are filing a single h of the feeder fund: Name of the privALLIANCEBERNS:  Private fund iden (include the "80! 805-689300406)  Under the laws of State:  (1) Name(s) of General Name of General (include the "80! 100 (inc	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS tification number: 5-" prefix also) 1 Of what state or country is to contain the country is the country is the country is the country is the country in the country in the country in the country is the country in t	) for a master-feeder arranstions:  FUND (CAYMAN), L.P.  the <i>private fund</i> organized ountry: ayman Islands  tee or Directors (or <i>person</i>			s to this Section 7.B.(1), for		
7. If yo each (a)	ou are filing a single h of the feeder fund: Name of the privALLIANCEBERNS:  Private fund iden (include the "80! 805-689300406)  Under the laws of State:  (1) Name(s) of General Name of General (include the "80! 100 (inc	Schedule D, Section 7.B.(1) s answer the following quest vate fund: TEIN SECURITIZED ASSETS tification number: 5-" prefix also) 1 of what state or country is to Cale	) for a master-feeder arranstions:  FUND (CAYMAN), L.P.  the <i>private fund</i> organized ountry: ayman Islands  tee or Directors (or <i>person</i>			s to this Section 7.B.(1), for		
7. If yo each (a) (b) (c)	ou are filing a single h of the feeder fund: Name of the prival ALLIANCEBERNS:  Private fund iden (include the "80! 805-689300406  Under the laws of State:  (1) Name(s) of General ALLIANCEBERNS	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS tification number: 5-" prefix also) 1 Of what state or country is to contain the country is the country is the country is the country is the country in the country in the country in the country is the country in t	) for a master-feeder arranstions:  FUND (CAYMAN), L.P.  the <i>private fund</i> organized ountry: ayman Islands  tee or Directors (or <i>person</i> tee or Director	s serving in a si	milar capacity):			
7. If yo each (a) (b) (c)	ou are filing a single h of the feeder fund: Name of the prival ALLIANCEBERNS:  Private fund iden (include the "80! 805-689300406  Under the laws of State:  (1) Name(s) of General ALLIANCEBERNS	Schedule D, Section 7.B.(1) s answer the following quest vate fund: TEIN SECURITIZED ASSETS  tification number: 5-" prefix also)  1  of what state or country is to construct the country is to country is to country is to country in the country in the country in the country is to country in the c	for a master-feeder arranstions:  FUND (CAYMAN), L.P.  the private fund organized ountry: ayman Islands  tee or Directors (or personate or Director or Director of Director of MANAGEMENT LLC	s serving in a si	milar capacity):			
7. If yo each (a) (b) (c)	ou are filing a single h of the feeder fund: Name of the prival ALLIANCEBERNS:  Private fund iden (include the "80! 805-689300406  Under the laws of State:  (1) Name(s) of General ALLIANCEBERNS  (2) If filing an umbread	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS  tification number: 5-" prefix also)  1  of what state or country is to Concern Partner, Manager, Trust all Partner, Manager,	of for a master-feeder arranstions:  FUND (CAYMAN), L.P.  the private fund organized ountry: ayman Islands  tee or Directors (or personate or Director)  MANAGEMENT LLC  filing adviser and/or relying No Information	s serving in a si g adviser(s) that on Filed	milar capacity): sponsor(s) or manag	ge(s) this <i>private fund</i> :		
7. If yo each (a) (b) (c) (d)	ou are filing a single h of the feeder fund: Name of the privALLIANCEBERNS:  Private fund iden (include the "80! 805-689300406  Under the laws of State:  (1) Name(s) of General ALLIANCEBERNS  (2) If filing an umbre file fund [1] (1) qualifies	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS tification number: 5-" prefix also) 1  of what state or country is to construct the country is the country is the country is the country in the country in the country in the country in the country is the country in the country i	of for a master-feeder arranstions:  FUND (CAYMAN), L.P.  the private fund organized ountry: ayman Islands  tee or Directors (or personate or Director)  MANAGEMENT LLC  filing adviser and/or relying No Information	s serving in a si g adviser(s) that on Filed	milar capacity): sponsor(s) or manag	ge(s) this <i>private fund</i> :		
7. If yo each (a) (b) (c) (d)	ou are filing a single h of the feeder fund: Name of the prival ALLIANCEBERNS  Private fund iden (include the "80! 805-689300406  Under the laws of State:  (1) Name(s) of General ALLIANCEBERNS  (2) If filing an umbread The private fund [1] (1) qualifies 1940	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS  tification number: 5-" prefix also)  1  of what state or country is to Concern Partner, Manager, Trust all Partner, Manager,	the private fund organized ountry: ayman Islands tee or Directors (or person tee or Director MANAGEMENT LLC filing adviser and/or relying No Information ust check at least one): definition of investment cor	s serving in a si g adviser(s) that on Filed	milar capacity): sponsor(s) or managection 3(c)(1) of the Ir	ge(s) this <i>private fund</i> : nvestment Company Act of		
7. If yo each (a) (b) (c) (d)	ou are filing a single h of the feeder fund: Name of the privALLIANCEBERNS:  Private fund iden (include the "80! 805-689300406  Under the laws of State:  (1) Name(s) of General ALLIANCEBERNS  (2) If filing an umbre fund (1) qualifies 1940  (2) qualifies 1940  (2) qualifies 1940	Schedule D, Section 7.B.(1) is answer the following quest vate fund: TEIN SECURITIZED ASSETS  tification number: 5-" prefix also) 1  of what state or country is to Concern Partner, Manager, Trust all Partner, Manager, Trust STEIN SECURITIZED ASSETS  tella registration, identify the concern country is the concern country in the concern country is the concern country in the concern country is the concern country in the concern country in the concern country is the concern country in the country in the concern country is the concern country in the country in	the private fund organized ountry: ayman Islands tee or Directors (or person tee or Director MANAGEMENT LLC filing adviser and/or relying No Information of investment cordefinition cordefinition cor	s serving in a si g adviser(s) that on Filed mpany under sec	milar capacity): sponsor(s) or manage ction 3(c)(1) of the Ir	ge(s) this <i>private fund</i> :  nvestment Company Act of  nvestment Company Act of		

		are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B. f the feeder funds answer the following questions:	(1), for	
	(a)	Name of the <i>private fund</i> :		
		ALLIANCEBERNSTEIN SECURITIZED ASSETS FUND (DELAWARE), L.P.		
	(b)	Private fund identification number:		
		(include the "805-" prefix also)		
		805-8577605406		
	(6)	Under the laws of what state or country is the <i>private fund</i> organized:		
	(c)	State: Country:		
		Delaware United States		
	(d) (1)	Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):		
		Name of General Partner, Manager, Trustee or Director		
		ALLIANCEBERNSTEIN SECURITIZED ASSETS MANAGEMENT LLC		
	(d) (2)	If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fun</i> No Information Filed	nd:	
	(e)	The <i>private fund</i> (check all that apply; you must check at least one):		
		(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company 1940	Act of	
		(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company 1940	Act of	
	(f)	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed		
	assets in a	ourposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if i sses (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		k
8.	(a) Is this p	private fund a "fund of funds"?	0	G
	•	ourposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investmen gardless of whether they are also <i>private funds</i> or registered investment companies.		
		does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	C
			Yes	N
9.		last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	. What type of fund is the <i>private fund</i> ?			
	• hedge fu	and $^{f O}$ liquidity fund $^{f O}$ private equity fund $^{f O}$ real estate fund $^{f O}$ securitized asset fund $^{f O}$ venture capital fund $^{f O}$ Other <i>priv</i>	⁄ate fund	<b>d</b> :
	NOTE: For c	definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gros \$ 1,268,887	ss asset value of the <i>private fund</i> :		
<u>Ow</u>	nership			
12.	Minimum inv	vestment commitment required of an investor in the <i>private fund</i> :		

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).

12.

\$ 5,000,000

13.	Approximate number of the <i>private fund's</i> beneficial owners:  3		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>Yοι</u>	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	
17.	<ul><li>(a) Are you a subadviser to this private rund?</li><li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer question 17.(a) is "no," leave this question blank.</li></ul>	er to	•
	No Information Filed		
18.	<ul><li>(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>?</li><li>(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the</li></ul>	Yes © e answ	•
	to question 18.(a) is "no," leave this question blank.		
	No Information Filed		
10	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	_
19.	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	⊙	0
	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
<u>Priv</u>	vate Offering	Yes	No
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	•
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
3. S	ERVICE PROVIDERS		
Aud	<u>ditors</u>	Yes	No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙	$\circ$
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	ng firm	,
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audifirm, you must complete questions (b) through (f) separately for each auditing firm.	iting	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:		
	City: State: Country:  NEW YORK New York United States		

		Yes	No
	d) Is the auditing firm an independent public accountant?	•	0
	e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	С
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
(	f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	C
		Υ	es
	e the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> restors?	(	•
	all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	nsʻ
•	Yes C No C Report Not Yet Received		
If y	ou check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is ava	ilak
Brok	<u>ter</u>	Y	es
) Do	es the <i>private fund</i> use one or more prime brokers?		5
	he answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If to duestions (b) through (e) separately for each prime broker.	the <i>pr</i>	ivat
			_
	No Information Filed		
	No Information Filed  es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	(	es
) Do If t	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the es more than one custodian, you must complete questions (b) through (g) separately for each custodian.	(	9
) Do If t	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? he answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the	(	9
) Do  If the use According to the second sec	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the es more than one custodian, you must complete questions (b) through (g) separately for each custodian.	priva	e f
Ac	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the as more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the	priva	one f
Do If the use According to the tension of the tensi	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  he answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the es more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	priva	o e f
Acc	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the es more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  B) Legal name of custodian:  STATE STREET BANK CAYMAN TRUST COMPANY LTD  C) Primary business name of custodian:	priva	e f
Acc	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the es more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the und uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  If the und uses more than one custodian:  STATE STREET BANK CAYMAN TRUST COMPANY LTD  C) Primary business name of custodian:  STATE STREET BANK CAYMAN TRUST COMPANY LTD  d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):  City:  State:  Country:	priva	e f
Acc	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  the answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the est more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional Custodian Information: 1 Record(s) Filed.  If the answer to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  In the custodian is state of custodian:  STATE STREET BANK CAYMAN TRUST COMPANY LTD  The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):	priva	e f
Acc	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the es more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the und uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  If the und uses more than one custodian:  STATE STREET BANK CAYMAN TRUST COMPANY LTD  C) Primary business name of custodian:  STATE STREET BANK CAYMAN TRUST COMPANY LTD  d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):  City:  State:  Country:	e priva	e e f
Acc	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  he answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the es more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the und uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  b) Legal name of custodian:  STATE STREET BANK CAYMAN TRUST COMPANY LTD  c) Primary business name of custodian:  STATE STREET BANK CAYMAN TRUST COMPANY LTD  d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):  City:  Cayman Islands	e priva	e fi
Acc	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  he answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the es more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional Custodian Information: 1 Record(s) Filed.  If the answer to question 25. (a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the und uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  If the und uses more than one custodian:  STATE STREET BANK CAYMAN TRUST COMPANY LTD  C) Primary business name of custodian:  STATE STREET BANK CAYMAN TRUST COMPANY LTD  d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):  City:  State:  Country:  CAYMAN ISLANDS  Cayman Islands	e priva	e e f

			Yes N
26. (a		pes the <i>private fund</i> use an administrator other than your firm?	• 0
		the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administratoust complete questions (b) through (f) separately for each administrator.	r, you
	A	dditional Administrator Information : 1 Record(s) Filed.	
		If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.	
		(b) Name of administrator: STATE STREET BANK CAYMAN TRUST COMPANY LTD	
		(c) Location of administrator (city, state and country):	
		City: State: Country:	
		CAYMAN ISLANDS Cayman Islands  Yes	No
		(d) Is the administrator a <i>related person</i> of your firm?	•
		(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  Or Yes (provided to all investors) Or Some (provided to some but not all investors) Or No (provided to no investors)	
		O res (provided to all investors) Ocenie (provided to seme par not all investors)	
		(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable." STATE STREET BANK AND TRUST COMPANY	
	eters	ions) was the valuation determined by such <i>person</i> .	
3. (a	a) Do	bes the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes N
·	Yo sin	u must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, nilar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fues</i> . If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	or
		No Information Filed	
PRI	/ATE I	FUND	
		n About the <i>Private Fund</i>	
. (2	a) Na	ame of the <i>private fund</i> :	
•		LIANCEBERNSTEIN SELECT US EQUITY HOLDINGS LP	
(t	•	ivate fund identification number: Include the "805-" prefix also)	
		5-4379556060	
. U	nder	the laws of what state or country is the <i>private fund</i> organized:	
		ate: Country: United States	
3. (a	a) Na	me(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	

Administrator

	eneral Partner, Manager, Trustee, or Director ERNSTEIN SELECT US EQUITY MANAGEMENT LLC	
(h) If filing	an umbrella registration, identify the filing adviser and/or relying	and adviser(s) that sponsor(s) or manage(s) this private fund
(2) 11 1111119		mation Filed
•	fund (check all that apply; you must check at least one):  lifies for the exclusion from the definition of investment compa	any under section 3(c)(1) of the Investment Company Act of 1940
<b>☑</b> (2) qua	lifies for the exclusion from the definition of investment compa	any under section 3(c)(7) of the Investment Company Act of 1940
List the nar	ne and country, in English, of each foreign financial regulatory a	authority with which the private fund is registered.  mation Filed
	No mon	Yes
(a) Is this	a "master fund" in a master-feeder arrangement?	•
	what is the name and <i>private fund</i> identification number (if any	_
	rivate fund	Private fund identification number
ALLIANCEB	ERNSTEIN SELECT US EQUITY (BVI) LIMITED	805-7151027046
ALLIANCEB	ERNSTEIN SELECT US EQUITY LLC	805-5344596545
		Yes
(c) Is this	a "feeder fund" in a master-feeder arrangement?	0
(d) If yes,	what is the name and <i>private fund</i> identification number (if any	_
Name c	of private fund:	
Private	fund identification number:	
	e the "805-" prefix also)	
	ter-feeder arrangement or reporting on the funds separately.  Section 7.B.(1) for a master-feeder a	arrangement according to the instructions to this Section 7.B.(1), for each
	funds answer the following questions:  Feeder Fund Information : 2 Record(s) Filed.	
11	are filing a single Schedule D, Section 7.B.(1) for a master-fee of the feeder funds answer the following questions:	eder arrangement according to the instructions to this Section 7.B.(1), for
(a)	Name of the <i>private fund</i> :	
	ALLIANCEBERNSTEIN SELECT US EQUITY (BVI) LIMITED	
(b)	Private fund identification number:	
(6)	(include the "805-" prefix also)	
	805-7151027046	
(c)	Under the laws of what state or country is the <i>private fund</i> o	organizad.
(c)	State: Country:	n gamzeu.
	British Virgin Islands	
(d) (1)	Name(s) of General Partner, Manager, Trustee or Directors (	(or <i>persons</i> serving in a similar capacity):
	Name of General Partner, Manager, Trustee or Director	
	ALLIANCEBERNSTEIN SELECT US EQUITY MANAGEMENT LLC	
(d) (2)		I/or relying adviser(s) that sponsor(s) or manage(s) this private fund: Information Filed
(e)	The private fund (check all that apply; you must check at leas	ust one).
(0)		stment company under section 3(c)(1) of the Investment Company Act of

each of the  (a) Nam ALLI  (b) Priva (incl 805  (c) Und Stat Dela  (d) (1) Nam Nam ALL  (d) (2) If fill  (e) The 194  194	aware  United States  me(s) of General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):  me of General Partner, Manager, Trustee or Director  LIANCEBERNSTEIN SELECT US EQUITY MANAGEMENT LLC  ling an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund:  No Information Filed  e private fund (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Acceptable (company Acceptable).
each of the  (a) Nam ALLI  (b) Priva (incl 805  (c) Und Stat Dela  (d) (1) Nam Nam ALL  (d) (2) If fil  (e) The 194  194	e feeder funds answer the following questions: me of the private fund: ITANCEBERNSTEIN SELECT US EQUITY LLC  vate fund identification number: clude the "805-" prefix also) 3-5344596545  der the laws of what state or country is the private fund organized: te: Country: aware United States  me(s) of General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity): me of General Partner, Manager, Trustee or Director LIANCEBERNSTEIN SELECT US EQUITY MANAGEMENT LLC  ling an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund: No Information Filed  e private fund (check all that apply: you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Action
(b) Priva (incl 805)  (c) Und Stat Dela (d) (1) Nam Nar ALL (d) (2) If fill (e) The 194	the fund identification number: clude the "805-" prefix also) 5-5344596545  der the laws of what state or country is the private fund organized: te: Country: aware United States  me(s) of General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity): me of General Partner, Manager, Trustee or Director  LIANCEBERNSTEIN SELECT US EQUITY MANAGEMENT LLC  ling an umbrella registration, identify the filling adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund: No Information Filed  se private fund (check all that apply: you must check at least one): (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Action
(incl 805) (c) Und Stat Dela (d) (1) Nam Nar ALL (d) (2) If fil (e) The 194	clude the "805-" prefix also) 5-5344596545  der the laws of what state or country is the <i>private fund</i> organized: te:
(d) (1) Nam	te:
(d) (1) Nam  Nar  ALL  (d) (2) If fil  (e) The  194	aware United States  me(s) of General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):  me of General Partner, Manager, Trustee or Director  LIANCEBERNSTEIN SELECT US EQUITY MANAGEMENT LLC  ling an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund:  No Information Filed  e private fund (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Action
(d) (1) Nam  Nam  ALL  (d) (2) If fil  (e) The  194	me(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):  me of General Partner, Manager, Trustee or Director  LIANCEBERNSTEIN SELECT US EQUITY MANAGEMENT LLC  ling an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i> :  No Information Filed  e private fund (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Action
(d) (2) If fill  (e) The 194	me of General Partner, Manager, Trustee or Director  LIANCEBERNSTEIN SELECT US EQUITY MANAGEMENT LLC  ling an umbrella registration, identify the filling adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund:  No Information Filed  e private fund (check all that apply: you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Action
(d) (2) If fill  (e) The  194	LIANCEBERNSTEIN SELECT US EQUITY MANAGEMENT LLC  ling an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund:  No Information Filed  e private fund (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Action
(d) (2) If fil  (e) The  ☐  194  ☑  194	ling an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund:  No Information Filed  e private fund (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Ac
(e) The ☐ 194 ☑ 194	No Information Filed  e private fund (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Ac  40
□ 194 <b>☑</b> 194	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Action
(f) List	
	the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed
ssets in a single	oses of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all one fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.
a) Is this <i>private</i>	te fund a "fund of funds"?
	oses of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment less of whether they are also <i>private funds</i> or registered investment companies.
) If yes, does	the private fund invest in funds managed by you or by a related person?
0 0	fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?
hat type of fun	nd is the <i>private fund</i> ?
hedge fund (RIVATE FUND	O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other <i>private</i>
OTE: For defini	itions of these fund types, please see Instruction 6 of the Instructions to Part 1A.

12.	\$ 5,	imum investment commitment required of an investor in the <i>private fund</i> : ,000,000		
		TE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the anizational documents of the fund).		
13.	App 13	proximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your related persons:		
15.	(a) 0%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	(b)	If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	es O	No O
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
You	ur Ac	dvisory Services		
47			es/	
17.		Are you a subadviser to this <i>private fund</i> ?  If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," leave this question blank.	0	•
		No Information Filed		
			es/	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
	(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the a to question 18.(a) is "no," leave this question blank.	ารพ	∍r
		No Information Filed		
10	۸۶۵		es.	
19.		your <i>clients</i> solicited to invest in the <i>private fund</i> ?  TE: For purposes of this question, do not consider feeder funds of the private fund.	0	⊙
20.		proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Pri	vate	Offering		
<u></u>			es/	No
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	•
22.	If y	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
B. S	ERVI	CE PROVIDERS		
Aud	ditors	<u>s</u>		
23	(2)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	_	No
∠ა.	(a)	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙ ⊙	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	_	
		Additional Auditor Information : 1 Record(s) Filed.		

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the *private fund* uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

<u>Ownership</u>

	(b)	Name of the auditing firm:				
		PRICEWATERHOUSECOOPE	RS			
	(c)	The location of the auditing	firm's office responsible for the priva	ate fund's audit (city, state and country):		
		City:	State:	Country:		
		NEW YORK	New York	United States		
					Yes	s No
	(d)	Is the auditing firm an indep	pendent public accountant?		⊙	0
	(e)	Is the auditing firm register	red with the Public Company Account	ing Oversight Board?	•	0
		If yes, Public Company Acco	ounting Oversight Board-Assigned Nu	umber:		
	(f)	If "yes" to (e) above, is the accordance with its rules?	auditing firm subject to regular insp	ection by the Public Company Accounting Oversight Board in	•	0
					Y	es No
(g)		he <i>private fund's</i> audited fina stors?	ncial statements for the most recent	ly completed fiscal year distributed to the private fund's		⊙ ○
(h)			the auditing firm for the <i>private fund</i>	since your last annual updating amendment contain unqualified	d opinio	ons?
	<b>⊙</b> γ	es O No O Report Not Yet F	Received			
		·		dment to your Form ADV to update your response when the repor	t is ava	ailahle
	n yo	a cheek hopert not ret heech	rea, you must promptly me an americ	iment to your rollings to apaute your response when the repor	i is ave	mable.
<u>Prime I</u>	Broke	<u>r</u>			v	es No
24. (a)	Does	s the <i>private fund</i> use one or i	more prime brokers?			es No
( )				rough (e) below for each prime broker the <i>private fund</i> uses. If		~ ~
		•		(b) through (e) separately for each prime broker.	о р.	.va.c
	Add	itional Prime Broker Inform	nation : 1 Record(s) Filed.			
		•		through (e) below for each prime broker the <i>private fund</i> uses. puestions (b) through (e) separately for each prime broker.	If the	
	(b)	Name of the prime broker: MORGAN STANLEY & CO. LL	С			
	(c)	If the prime broker is regist 8 - 15869	ered with the SEC, its registration nu	umber:		
		CRD Number (if any): 8209				
	(d)	Location of prime broker's of	office used principally by the <i>private f</i>	fund (city, state and country):		
		City:	State:	Country:		
		NEW YORK	New York	United States		
	(0)	Doos this prime broker act	as custodian for some or all of the <i>pr</i>	rivato fundio accoto?		s No
	(e)	Does this prime broker act	as custodian for some or all or the pr	Ivale lunu's assets?		•
Custodi	<u>ian</u>				Υ	es No
25. (a)	Does	s the <i>private fund</i> use any cus	todians (including the prime brokers	listed above) to hold some or all of its assets?		<ul><li>0</li></ul>
. ,				rough (g) below for each custodian the <i>private fund</i> uses. If th ugh (g) separately for each custodian.		
	۸۵۵	itional Custodian Informatio	on : 1 Decord(s) Filed			

If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private

(e) Is the custodian a related person of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  - CRD Number (if any):  (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal critic identifier (if any)  strator  Does the private fund use an administrator other than your firm?  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  INTERNATIONAL FUND SERVICES  (c) Location of administrator (city, state and country):  City: State: Country:  DUBLIN Ireland					
(d) The location of the custodian's office responsible for castody of the private fund's assets (city, state and country):  City: State: BOSTON Massachusetts United States  (e) Is the custodian a related person of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  CRD Number (if any):  CRD Number (if any):  (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entitial identifier (if any)  strator  Does the private fund use an administrator other than your firm?  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator auditional Administrator Information: 1 Record(s) Filed.  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  INTERNATIONAL FUND SERVICES  (c) Location of administrator (city, state and country):  City:  DUBLIN  Treland  Yee  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  Q Yes (provided to all investors) Q Some (provided to some but not all investors) Q No (provided to no investors)  (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's (f) and for the private fund's investors) (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's (f) in the private fund's investors) (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's funds.			PANY		
City: State: Country: United States  (b) Is the custodian a related person of your firm?  (c) If the custodian is a broker-dealer, provide its SEC registration number (if any):  CRD Numbor (if any):  (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its *legal entition* identifier* (if any)  strator  Does the private fund use an administrator other than your firm?  If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  INTERNATIONAL FUND SERVICES  (c) Location of administrator (city, state and country):  City: State: Country:  DUBLIN Ireland  Ye  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (f) It the answer to question 26 (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's (thing) pri					
(e) Is the custodian a related person of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  CRD Number (if any):  (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entition identifier (if any)  thrator  Does the private fund use an administrator other than your firm?  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administration use complete questions (b) through (f) below. If the private fund uses more than one administration administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator and the questions (b) through (f) separately for each administrator.  (c) Location of administrator city, state and country):  City:  Cuty:  Cuty:  Cuty:  Cuty:  Cuty:  Cuty:  Cuty:  Cuty:  Cuty:  Country:  Cuty:  Cut	(d) The locat	on of the custodian's office i	responsible for <i>custody</i> of the	ne private fund's assets (city, state and country):	
(e) Is the custodian a related person of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  CRD Number (if any):  (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (if any)  Additional fund use an administrator other than your firm?  If the answer to question 2.6 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 2.6 (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  INTERNATIONAL FUND SERVICES  (c) Location of administrator (city, state and country):  City. State: Country.  DUBLIN Ireland  Ye  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  Q Yes (provided to all investors) Q Some (provided to some but not all investors account statements to the (rest of the) private fund's  (f) If the answer to question 2.6 (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's	_			3	
(e) Is the custodian a related person of your firm?  (f) If the custodian is a broker-dealer, provide its SEC registration number (if any):  - CRD Number (if any):  (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entire identifier (if any)  Strator  Does the private fund use an administrator other than your firm?  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administration must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  INTERNATIONAL FUND SERVICES  (c) Location of administrator (alty, state and country):  City: State: Country:  DUBLIN Ireland  You  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (f) You Country to the private fund's investors?  (g) Yes (provided to all investors) C Some (provided to some but not all investors account statements to the (rest of the) private fund's line of the private fund's investors of the private fund's investors of the private fund's investors of the private fund's investors)	BOSTON	Massacr	nusetts	United States	Ye
CRO Number (if any):  (g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity identifier (if any)  trator  Does the private fund use an administrator other than your firm?  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator use complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  INTERNATIONAL FUND SERVICES  (c) Location of administrator (city, state and country):  City: State: Country:  DUBLIN Irreland  Ye  (d) Is the administrator a related person of your firm?  C  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  © Yes (provided to all investors) © Some (provided to some but not all investors) on (provided to no investors)  (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's	(e) Is the cus	stodian a <i>related person</i> of yo	our firm?		0
(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, previde its legal entity identifier (if any)  strator  Does the private fund use an administrator other than your firm?  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  INTERNATIONAL FUND SERVICES  (c) Location of administrator (city, state and country):  City:  DUBLIN  State:  Country:  DUBLIN  Ve  (d) Is the administrator a related person of your firm?  C  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  (e) Pos (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)  (f) If the answer to question 26. (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's	(f) If the cus	todian is a broker-dealer, pro	rovide its SEC registration nu	umber (if any):	
Does the private fund use an administrator other than your firm?  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administra must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  INTERNATIONAL FUND SERVICES  (c) Location of administrator (city, state and country):  City: State: Country:  DUBLIN Ireland  Ye  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  ②Yes (provided to all investors) ③Some (provided to some but not all investors) ①No (provided to no investors)  (f) If the answer to question 26. (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's	- CRD Num	oer (if any):			
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Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator: INTERNATIONAL FUND SERVICES  (c) Location of administrator (city, state and country): City: State: Country: DUBLIN Ireland  Ye  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)  (f) If the answer to question 26. (e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's	Does the <i>private</i>		ather there wave firms?		
(c) Location of administrator (city, state and country): City: State: Country: DUBLIN Ireland  Ye  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)  (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's	must complete	question 26.(a) is "yes," re questions (b) through (f) sep	espond to questions (b) thro parately for each administra	•	one administrato
(c) Location of administrator (city, state and country): City: State: Country: DUBLIN Ireland  Ye  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund's investors?  Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)  (f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's	Additional Adn	question 26.(a) is "yes," requestions (b) through (f) septiministrator Information: 1 to question 26.(a) is "yes,"	espond to questions (b) throughout the parately for each administrative respond to questions (b) the responding to the	rough (f) below. If the <i>private fund</i> uses more that	
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<ul> <li>(d) Is the administrator a <i>related person</i> of your firm?</li> <li>(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?</li> <li>Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)</li> <li>(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i></li> </ul>	Additional Adn  If the answer administrator  (b) Name of a INTERNAT  (c) Location of City:	question 26.(a) is "yes," requestions (b) through (f) septiministrator Information: 1 to question 26.(a) is "yes," you must complete question administrator:	espond to questions (b) through the parately for each administration of the parately f	rough (f) below. If the <i>private fund</i> uses more than y for each administrator.  Country:	
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ing your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that	Additional Adm  If the answer administrator  (b) Name of a INTERNAT  (c) Location of City: DUBLIN  (d) Is the administrator of the Yes (process)	question 26.(a) is "yes," requestions (b) through (f) septiministrator Information: 1 to question 26.(a) is "yes," you must complete question administrator: TONAL FUND SERVICES of administrator (city, state a ministrator a related person of administrator prepare and shovided to all investors) Services were to question 26.(e) is "nearly services."	espond to questions (b) through a parately for each administration of the parately forms (b) through (f) separately and country):  State:  State:  State:  State:  Some investor account state from (provided to some but the parately for "some," who sends the parately for "some," who	rough (f) below. If the <i>private fund</i> uses more than y for each administrator.  Country: Ireland  ments to the <i>private fund's</i> investors?  not all investors) No (provided to no investors)  the investor account statements to the (rest of the)	n one Yes C
r related person?	Additional Adm  If the answer administrator  (b) Name of a INTERNAT  (c) Location of City: DUBLIN  (d) Is the adm  (e) Does the Yes (pr  (f) If the answer administrator and investors of the properties of the investors of the properties of the pro	question 26.(a) is "yes," requestions (b) through (f) septiministrator Information: 1 to question 26.(a) is "yes," you must complete question administrator: TONAL FUND SERVICES of administrator (city, state a administrator a related person of administrator prepare and shovided to all investors) Services of a guestion 26.(e) is "in a life investor account statement and year, what percentage of	espond to questions (b) through a parately for each administration of the parately forms (b) through (f) separately and country):  State:  State:  State:  State:  Some investor account state from or "some," who sends the parately form of the parately for the parately form of the parately form of the parately form of	rough (f) below. If the <i>private fund</i> uses more than y for each administrator.  Country: Ireland  ments to the <i>private fund's</i> investors?  not all investors) No (provided to no investors)  the investor account statements to the (rest of the) st of the) <i>private fund's</i> investors, respond "not ap	n one  Yes C  private fund's plicable."
%	Additional Adm  If the answer administrator  (b) Name of a INTERNAT  (c) Location of City: DUBLIN  (d) Is the administrator  (e) Does the Yes (properties) Yes	question 26.(a) is "yes," requestions (b) through (f) septiministrator Information: 1 to question 26.(a) is "yes," you must complete question administrator: TONAL FUND SERVICES of administrator (city, state a administrator a related person of administrator prepare and shovided to all investors) Services of a guestion 26.(e) is "in a life investor account statement and year, what percentage of	espond to questions (b) through a parately for each administration of the parately forms (b) through (f) separately and country):  State:  State:  State:  State:  Some investor account state from or "some," who sends the parately form of the parately for the parately form of the parately form of the parately form of	rough (f) below. If the <i>private fund</i> uses more than y for each administrator.  Country: Ireland  ments to the <i>private fund's</i> investors?  not all investors) No (provided to no investors)  the investor account statements to the (rest of the) st of the) <i>private fund's</i> investors, respond "not ap	r one  Yes  O  private fund's plicable."
ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining ar Evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includ	Additional Adm  If the answer administrator  (b) Name of a INTERNAT  (c) Location of City: DUBLIN  (d) Is the administrator  (e) Does the Yes (properties) Yes	question 26.(a) is "yes," requestions (b) through (f) septiministrator Information: 1 to question 26.(a) is "yes," you must complete question administrator: TONAL FUND SERVICES of administrator (city, state a administrator a related person of administrator prepare and shovided to all investors)  Services were to question 26.(e) is "in a life investor account statement all year, what percentage of	espond to questions (b) through a parately for each administration of the parately forms (b) through (f) separately and country):  State:  of your firm?  send investor account state from (provided to some but the parately of the private fund's assets (b) through (f) through (	rough (f) below. If the <i>private fund</i> uses more than y for each administrator.  Country: Ireland  ments to the <i>private fund's</i> investors?  not all investors) No (provided to no investors)  the investor account statements to the (rest of the) st of the) <i>private fund's</i> investors, respond "not ap	Yes C  private fund's plicable."

<u>Marketers</u>

Yes No

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or

		No Information File	d	
PRIVAT	TE FUND			
nformat	ion About the <i>Private Fund</i>			
. (a)	Name of the <i>private fund</i> :			
	ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHOP Private fund identification number:	RT HOLDINGS LP		
	(include the "805-" prefix also) 805-6346375854			
	er the laws of what state or country is the <i>private fu</i>	•		
	State: Delaware	Country: United States		
	Name(s) of General Partner, Manager, Trustee, or Di	· -	a similar capacity):	
	me of General Partner, Manager, Trustee, or Direct			
(b)	If filing an umbrella registration, identify the filing adv	viser and/or relying adviser(s) t	nat sponsor(s) or manage(s) this <i>private fund</i> .	
		No Information Filed		
	(2) qualifies for the exclusion from the definition of ir	meetineit eenipalig ander eee	tion of of (1) or the invocation of the party flot or 17 to	
i. List	the name and country, in English, of each foreign find		which the <i>private fund</i> is registered.	
). LIST	the name and country, in English, of each foreign find	ancial regulatory authority with No Information Filed	which the <i>private fund</i> is registered.	
		No Information Filed	which the <i>private fund</i> is registered.	Yes N
o. (a)	Is this a "master fund" in a master-feeder arrangem	No Information Filed nent?		
o. (a) (b)		No Information Filed nent?		Yes N
o. (a) (b) <b>Nar</b>	Is this a "master fund" in a master-feeder arrangem If yes, what is the name and <i>private fund</i> identification	No Information Filed nent?  on number (if any) of the feed	er funds investing in this <i>private fund</i> ?	Yes N
o. (a) (b) <b>Nar</b> ALL	Is this a "master fund" in a master-feeder arrangem If yes, what is the name and <i>private fund</i> identification The of <i>private fund</i>	No Information Filed nent? on number (if any) of the feed BVI) LIMITED	er funds investing in this <i>private fund?</i> Private fund identification number	Yes N
o. (a) (b) <b>Nar</b> ALL	Is this a "master fund" in a master-feeder arrangem If yes, what is the name and <i>private fund</i> identification The of <i>private fund</i> LIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT (I	No Information Filed nent? on number (if any) of the feed BVI) LIMITED LC	er funds investing in this <i>private fund?</i> Private fund identification number  805-6929989379	Yes N
(a) (b)  Nar  ALL  ALL  (c) (d)	Is this a "master fund" in a master-feeder arrangem If yes, what is the name and <i>private fund</i> identification The of <i>private fund</i> IANCEBERNSTEIN SELECT US EQUITY LONG/SHORT (I	No Information Filed nent? on number (if any) of the feed BVI) LIMITED LC ent?	er funds investing in this <i>private fund?</i> Private fund identification number  805-6929989379  805-9360655728	Yes N
(c) (d)	Is this a "master fund" in a master-feeder arrangem If yes, what is the name and private fund identification The of private fund  IANCEBERNSTEIN SELECT US EQUITY LONG/SHORT (INTERPRETABLE)  IANCEBERNSTEIN SELECT US EQUITY LONG/SHORT LONG/SHOR	No Information Filed nent? on number (if any) of the feed BVI) LIMITED LC ent?	er funds investing in this <i>private fund?</i> Private fund identification number  805-6929989379  805-9360655728	Yes N
(c) (d)	Is this a "master fund" in a master-feeder arrangem If yes, what is the name and private fund identification of private fund  LIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT (ILLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT LONG/SHORT LONG a "feeder fund" in a master-feeder arrangem If yes, what is the name and private fund identification Name of private fund:  Private fund identification number:	No Information Filed  nent?  on number (if any) of the feed  BVI) LIMITED  LC  ent?  on number (if any) of the mas	er funds investing in this <i>private fund</i> ?  Private fund identification number  805-6929989379  805-9360655728  ter fund in which this <i>private fund</i> invests?	Yes N
(c) (d)  NOT for t	Is this a "master fund" in a master-feeder arrangem If yes, what is the name and private fund identification of private fund  IANCEBERNSTEIN SELECT US EQUITY LONG/SHORT (INTERPRETARING SELECT US EQUITY LONG/SHORT LONG/SHORT LONG IS this a "feeder fund" in a master-feeder arrangem If yes, what is the name and private fund identification Name of private fund:  Private fund identification number:  (include the "805-" prefix also)	No Information Filed  nent? on number (if any) of the feed  BVI) LIMITED  LC  ent? on number (if any) of the mas  eeder arrangement regardless funds separately.	er funds investing in this <i>private fund</i> ?  Private fund identification number  805-6929989379  805-9360655728  ter fund in which this <i>private fund</i> invests?  of whether you are filing a single Schedule D, Section	Yes N  Yes N  O  O  O
(c) (d)	Is this a "master fund" in a master-feeder arrangem If yes, what is the name and private fund identification of private fund  LIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT (ILLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT LONG/SHORT LONG a "feeder fund" in a master-feeder arrangem If yes, what is the name and private fund identification Name of private fund:  Private fund identification number:	No Information Filed nent? on number (if any) of the feed BVI) LIMITED LC ent?	er funds investing in this <i>private fund?</i> Private fund identification number  805-6929989379  805-9360655728	

each of the feeder funds answer the following questions:

	ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT (BVI) LIMITED
(b)	Private fund identification number:
` ,	(include the "805-" prefix also)
	805-6929989379
(c)	Under the laws of what state or country is the <i>private fund</i> organized:
(c)	State: Country:
	British Virgin Islands
(d) (1)	Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):
	Name of General Partner, Manager, Trustee or Director
	ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT MANAGEMENT LLC
(d) (2)	If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i> :  No Information Filed
(e)	The <i>private fund</i> (check all that apply; you must check at least one):
( )	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
(f)	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed
each of (a) (b)	are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a five feeder funds answer the following questions:  Name of the <i>private fund</i> :  ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT LLC  Private fund identification number:  (include the "805-" prefix also)  805-9360655728  Under the laws of what state or country is the <i>private fund</i> organized:  State:  Country:  Delaware  United States  Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):
	Name of General Partner, Manager, Trustee or Director
	ALLIANCEBERNSTEIN SELECT US EQUITY LONG/SHORT MANAGEMENT LLC
(d) (2)	If filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i> :  No Information Filed
(e)	The <i>private fund</i> (check all that apply; you must check at least one):
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
(f)	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed

(a)

Name of the private fund:

	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?		$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investmen vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	t	
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	$\circ$	0
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		o No O
10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private of the	nte fur	าd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 41,155,219		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 5,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	Э	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 7		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>You</u>	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?	_	No.
17.	<ul><li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer question 17.(a) is "no," leave this question blank.</li></ul>	to	•
	No Information Filed		
		Yes	. No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	•	0
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		

Private Offering		
21. Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?		
22. If yes, provide the <i>private fund's</i> Form D file number (if any):		
No Information Filed		
B. SERVICE PROVIDERS		
Auditors		
23. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		
(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?		
If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one au you must complete questions (b) through (f) separately for each auditing firm.	diting fi	
Additional Auditor Information : 1 Record(s) Filed.		
If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one firm, you must complete questions (b) through (f) separately for each auditing firm.	auditing	<b>J</b>
(b) Name of the auditing firm:		
PRICEWATERHOUSECOOPERS		
(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
City: State: Country:		
NEW YORK New York United States		
(d) Is the auditing firm an independent public accountant?	©	O
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?		
(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	d opinia	ons?
If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repo	rt is ava	ailable.
Prime Broker		
24. (a) Does the <i>private fund</i> use one or more prime brokers?	All audit?  Statements prepared in accordance with U.S. GAAP?  Statements prepared in accordance with U.S. G	
If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		
Additional Prime Broker Information : 1 Record(s) Filed.		
If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses <i>private fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	. If the	
(b) Name of the prime broker:		

MORGAN STANLEY & CO. LLC

	8 - 15869	registered with the SLC, its registration	Hamber.	
	CRD Number (if any): 8209			
	(d) Location of prime brok	er's office used principally by the <i>privat</i> e	e fund (city_state and country):	
	City:	State:	Country:	
	NEW YORK	New York	United States	Yes No
	(e) Does this prime broke	r act as custodian for some or all of the	private fund's assets?	0 0
Custod	<u>ian</u>			
25. (a)	Does the <i>private fund</i> use ar	y custodians (including the prime broke	rs listed above) to hold some or all of its assets?	Yes No
( )	If the answer to question 25	(a) is "yes," respond to questions (b)	chrough (g) below for each custodian the <i>private fund</i> rough (g) separately for each custodian.	
	Additional Custodian Infor	mation : 1 Record(s) Filed.		
	-		) through g) below for each custodian the <i>private fund</i> (b) through (g) separately for each custodian.	d uses. If the private
	(b) Legal name of custodi			
	STATE STREET BANK A	ND TRUST COMPANY		
	(c) Primary business nam STATE STREET BANK	e of custodian:		
	(d) The location of the cu	stodian's office responsible for <i>custody</i> o	of the <i>private fund's</i> assets (city, state and country):	
	City: BOSTON	State: Massachusetts	Country: United States	
				Yes No
	(e) Is the custodian a rela	nted person of your firm?		0 0
	(f) If the custodian is a b	roker-dealer, provide its SEC registration	n number (if any):	
	- CRD Number (if any):			
	(g) If the custodian is not identifier (if any)	a broker-dealer, or is a broker-dealer b	out does not have an SEC registration number, provid	e its <i>legal entity</i>
<u>Admini</u>	<u>strator</u>			
26. (a)	Does the <i>private fund</i> use ar	administrator other than your firm?		Yes No
, ,	If the answer to question 26	·	hrough (f) below. If the <i>private fund</i> uses more than ostrator.	~ ~
	Additional Administrator I	nformation : 1 Record(s) Filed.		
	1	26.(a) is "yes," respond to questions (bomplete questions (b) through (f) separ	) through (f) below. If the <i>private fund</i> uses more tha ately for each administrator.	n one
	(b) Name of administrator	:		
	INTERNATIONAL FUND	SERVICES		
	(c) Location of administra	tor (city, state and country):		
	City: DUBLIN	State:	Country: Ireland	

	Y	es	No	
	(d) Is the administrator a related person of your firm?	,	•	
	(e) Does the administrator prepare and send investor account statements to the private fund's investors?			
	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	5		
0.7				
27.	During your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that your <i>related person</i> ?  100%	IS r	not	
	Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining a relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (incluallocations) was the valuation determined by such <i>person</i> .	-	9	
Mar	<u>rketers</u>			
		Υ	'es	No
28.	(a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicit similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	or, c		•
	No Information Filed			
ı. PF	RIVATE FUND			
nfo	ormation About the <i>Private Fund</i>			
1110	imation about the Private Pund			
1.	(a) Name of the private fund:			
	ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS (AIV 1) L.P.			
	(b) Private fund identification number:			
	(include the "805-" prefix also)			
	805-8909465072			
2.	Under the laws of what state or country is the private fund organized:			
	State: Country: Delaware United States			
	Delaware United States			
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):			
	Name of General Partner, Manager, Trustee, or Director			
	ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS G.P. L.P.			
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.			
	No Information Filed			
4.	The <i>private fund</i> (check all that apply; you must check at least one):  [ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940			
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the investment company met of 1740			
5	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.			
<b>.</b>	No Information Filed			
		Υ	es	No.
6.	(a) Is this a "master fund" in a master-feeder arrangement?	,	o.	·
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	•	_	
	No Information Filed			

	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	$\odot$
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	(1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	² eacl	h of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	$\circ$	$\odot$
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		~	~
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the private fund?		
	C hedge fund C liquidity fund C private equity fund for real estate fund C securitized asset fund C venture capital fund C Other private	te fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> :  \$ 0		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 250,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the organizational documents of the fund).	!	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 355		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 1%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?		No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		

0%

Yes No

You	<u>ır Ad</u>	<u>Ivisory Services</u>		
17	(-)		Yes	
17.		Are you a subadviser to this <i>private fund</i> ?		⊙
		If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	to	
		No Information Filed		
			Yes	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	₃nsw∈	∍r
		No Information Filed		
			Yes	No
19.	Are	your clients solicited to invest in the private fund?	•	0
	NO7	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App 0%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Priv	vate	Offering		
			Yes	No
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):		
	For	m D file number		
	021	1-154069		
B. S	ERVI(	CE PROVIDERS		
۸	ditoro			
Auc	ditors	<u>2</u>	Yes	No
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	•	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	firm,	1
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.	ng	
		(b) Name of the auditing firm:		
		PRICEWATERHOUSECOOPERS		
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
		City: State: Country:		
		NEW YORK New York United States		
			es N	_
		(a) is the additing in masperiaeric pashe association.	9 (	,
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	9 (	5
		If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
		(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	9 (	5

I- N	investors?	
n)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinions?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is available
e B	<u>Broker</u>	
- \	Describes with sets found one are an income hardward.	Yes N
	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	C 6
	No Information Filed	
odia	<u>ian</u>	
a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	Yes N
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	
	No Information Filed	
	Strator  Does the <i>private fund</i> use an administrator other than your firm?	Yes N
a)	Does the <i>private fund</i> use an administrator other than your firm?  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administ must complete questions (b) through (f) separately for each administrator.	· (
a)	Strator  Does the private fund use an administrator other than your firm?  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more than one administrator of the private fund uses more	· (
a)	Does the <i>private fund</i> use an administrator other than your firm?  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administ must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one	· (
a)	Does the <i>private fund</i> use an administrator other than your firm?  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administ must complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:	· (
a)	Does the <i>private fund</i> use an administrator other than your firm?  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  STATE STREET BANK & TRUST  (c) Location of administrator (city, state and country):  City: State: Country:	· (
a)	Does the <i>private fund</i> use an administrator other than your firm?  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  STATE STREET BANK & TRUST  (c) Location of administrator (city, state and country):  City: State: Country:  BOSTON Massachusetts United States	· (
a)	Does the <i>private fund</i> use an administrator other than your firm?  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  STATE STREET BANK & TRUST  (c) Location of administrator (city, state and country):  City: State: Country:  BOSTON Massachusetts United States	<b>⊙</b> (trator, you
a)	Does the <i>private fund</i> use an administrator other than your firm?  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator complete questions (b) through (f) separately for each administrator.  Additional Administrator Information: 1 Record(s) Filed.  If the answer to question 26. (a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.  (b) Name of administrator:  STATE STREET BANK & TRUST  (c) Location of administrator (city, state and country):  City: State: Country:  BOSTON Massachusetts United States	<b>⊙</b> (trator, you

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including

**Marketers** 

allocations) was the valuation determined by such person.

		Yes	No
28.	(a) Does the private fund use the services of someone other than you or your employees for marketing purposes?	0	$\odot$
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicit similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private</i>		
	uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	, rana	
	No Information Filed		
۹. PF	RIVATE FUND		
nfo	rmation About the <i>Private Fund</i>		
1.	(a) Name of the <i>private fund</i> :		
	ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS (AIV 2) L.P.		
	(b) Private fund identification number:   (include the "805-" prefix also)   805-2241172872		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Delaware United States		
0			
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):  Name of General Partner, Manager, Trustee, or Director		
	ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS G.P. L.P.		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
	<ul> <li>□ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ul>		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	$\odot$
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	า 7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	or each	n of
	No Information Filed		
	No Information Filed		

	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
	maniple classes (or series) or shares or interests, and each class (or series) invests substantially all or its assets in a single master rand.	Yes	No
8.	(a) Is this private fund a "fund of funds"?	0	•
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	ent	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	s No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the private fund?		
	C hedge fund C liquidity fund C private equity fund c real estate fund C securitized asset fund C venture capital fund C Other pri	ivate fui	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 33,180,060		
<u>Ow</u>	vnership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 250,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in organizational documents of the fund).	tne	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  356		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 1%		
		Yes	No.
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
Υοι	ur Advisory Services		
		Yes	No.
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	$\odot$
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answ question 17.(a) is "no," leave this question blank.	er to	
	No Information Filed		
10	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	Yes	No -
10.	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the	C ne ansv	<b>⊙</b> ver
	to question 18.(a) is "no," leave this question blank.		
	No Information Filed		
10	Are your eliants solicited to invest in the private fund	_	No -
19.	Are your <i>clients</i> solicited to invest in the <i>private fund?</i> NOTE: For purposes of this question, do not consider feeder funds of the private fund.	•	0
	TO 12. For purposes of this question, do not consider recast funds of the private fund.		

20. Approximately what percentage of your *clients* has invested in the *private fund*?

Custodian

Private Offering

		Yes	No
21. Ha	as the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0
22 If	was manyida the mainete finadia Forma Diffe mumber (if only).		
	yes, provide the <i>private fund's</i> Form D file number (if any):  orm D file number		
	21-154069		
02	21-154072		
B. SERV	VICE PROVIDERS		
<u>Audito</u>	o <u>rs</u>		
23. (a)	) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Yes	No O
,	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audityou must complete questions (b) through (f) separately for each auditing firm.	iting firm	
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one at firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  NEW YORK CITY  New York  United States		
	(d) Is the auditing firm an independent public accountant?	Yes I	No C
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
		Yes	. No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
(h)	) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinion	s?
	⊙ Yes O No O Report Not Yet Received		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	t is availa	ıble.
<u>Prime</u>	<u>Broker</u>		
		Yes	No
24. (a)		0	⊙
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>priva</i>	ite
	No Information Filed		

		No Info	rmation Filed	
inis	<u>trator</u>			Yes
(a)	Does the <i>private fund</i> use	e an administrator other than your firm?		•
	·	n 26.(a) is "yes," respond to questions (b) thr s (b) through (f) separately for each administr	ough (f) below. If the <i>private fund</i> uses more that rator.	n one administrator, y
	Additional Administrate	or Information : 1 Record(s) Filed.		
		ion 26.(a) is "yes," respond to questions (b) t st complete questions (b) through (f) separate	hrough (f) below. If the <i>private fund</i> uses more tely for each administrator.	han one
	(b) Name of administr			
	(c) Location of admini	strator (city, state and country):		
	City:	State:	Country:	
	BOSTON	Massachusetts	United States	Yes No
	(d) Is the administrate	or a related person of your firm?		0 6
	Yes (provided to	uestion 26.(e) is "no" or "some," who sends t	t not all investors) No (provided to no investors) to the investor account statements to the (rest of the time) private fund's investors, respond "not"	ne) <i>private fund's</i>
our 100° nclu	related person? % ude only those assets wh vant quotes, and (ii) the	nere (i) such <i>person</i> carried out the valuation	by value) was valued by a <i>person</i> , such as an ad procedure established for that asset, if any, inclu criptions, redemptions or distributions, and fee ca	uding obtaining any
<u>ete</u>	<u>rs</u>			Yes
a)	Does the <i>private fund</i> use	e the services of someone other than you or	your employees for marketing purposes?	0
	similar <i>person</i> . If the ans	wer to question 28.(a) is "yes," respond to qu	t, consultant, finder, introducer, municipal advisouestions (b) through (g) below for each such ma lete questions (b) through (g) separately for each	rketer the <i>private fund</i>
		No Info	rmation Filed	

1. (a) Name of the private fund:

(b) *Private fund* identification number: (include the "805-" prefix also)

ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS II L.P.

Yes No

Under the	laws of what state or country	is the <i>private fund</i> organized:	
State:		Country:	
Delaw	vare	United States	
(a) Name	(s) of General Partner, Manage	, Trustee, or Directors (or <i>persons</i> servin	g in a similar capacity):
	<mark>General Partner, Manager, Tr</mark> BERNSTEIN U.S. REAL ESTATE F		
ALLIANCE	BERNSTEIN U.S. REAL ESTATE F	ARTINERS II G.F. L.F.	
(b) If filing	g an <i>umbrella registration</i> , ident	fy the filing adviser and/or relying adviser	(s) that sponsor(s) or manage(s) this private fund.
		No Information Fi	led
·	e fund (check all that apply; you	•	
		·	section 3(c)(1) of the Investment Company Act of 1940 section 3(c)(7) of the Investment Company Act of 1940
List the na	nme and country, in English, of	each foreign financial regulatory authority	with which the <i>private fund</i> is registered.
		No Information Fi	led
			Yes N
(a) Is this	a "master fund" in a master-f	eeder arrangement?	⊙ (
(b) If yes,	, what is the name and private	fund identification number (if any) of the	feeder funds investing in this private fund?
Name of	private fund		Private fund identification number
ALLIANCE	BERNSTEIN U.S. REAL ESTATE (	EMPLOYEE) FUND II, L.P.	805-5985494703
ALLIANCE	BERNSTEIN U.S. REAL ESTATE (	HNW) FUND II, L.P.	805-2221705072
(includ NOTE: You for the ma	nster-feeder arrangement or re	porting on the funds separately. ion 7.B.(1) for a master-feeder arrangem	lless of whether you are filing a single Schedule D, Section 7.B.(1) sent according to the instructions to this Section 7.B.(1), for each o
Additiona	al Feeder Fund Information : 2	? Record(s) Filed.	
	of the feeder funds answer the Name of the <i>private fund</i> :		ngement according to the instructions to this Section 7.B.(1), for
(1-)	Data de Guardial de AlGrentia de la constante		
(b)	Private fund identification nu (include the "805-" prefix als 805-5985494703		
(c)		e or country is the <i>private fund</i> organized	I:
H	State:	Country:	
	Delaware	United State	S
(d) (1		<u>,                                      </u>	

fund (check all that apply; you must check at least one):  ifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Active for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Active for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Active for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Active for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Active for Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investment Company Active fund is registered.  No Information Filed  In Investme
ifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Active for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Active for Investment Com
ne and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  Ingle Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1) funds answer the following questions:  In private fund:  RNSTEIN U.S. REAL ESTATE (HNW) FUND II, L.P.  Identification number:  "805-" prefix also)  105072  In private fund organized:  Country: United States  General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):  In private fund is registered.  No Information Filed
No Information Filed  Ingle Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1) funds answer the following questions:  In private fund:  RNSTEIN U.S. REAL ESTATE (HNW) FUND II, L.P.  Identification number:  "805-" prefix also)  25072  In private fund organized:  Country:  United States  General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):  Beneral Partner, Manager, Trustee or Director
Funds answer the following questions:  It private fund:  RNSTEIN U.S. REAL ESTATE (HNW) FUND II, L.P.  Identification number:  "805-" prefix also)  25072  Aws of what state or country is the private fund organized:  Country: United States  General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):  Beneral Partner, Manager, Trustee or Director
Funds answer the following questions:  It private fund:  RNSTEIN U.S. REAL ESTATE (HNW) FUND II, L.P.  Identification number:  "805-" prefix also)  25072  Aws of what state or country is the private fund organized:  Country: United States  General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):  Beneral Partner, Manager, Trustee or Director
identification number: "805-" prefix also) 05072  aws of what state or country is the <i>private fund</i> organized: Country: United States  General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):  eneral Partner, Manager, Trustee or Director
identification number: "805-" prefix also) 25072  aws of what state or country is the <i>private fund</i> organized: Country: United States  General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):  eneral Partner, Manager, Trustee or Director
"805-" prefix also) 25072  aws of what state or country is the <i>private fund</i> organized:  Country: United States  General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):  eneral Partner, Manager, Trustee or Director
aws of what state or country is the <i>private fund</i> organized:  Country: United States  General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity): eneral Partner, Manager, Trustee or Director
aws of what state or country is the <i>private fund</i> organized:  Country: United States  General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity): eneral Partner, Manager, Trustee or Director
Country: United States  General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):  eneral Partner, Manager, Trustee or Director
Country: United States  General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):  eneral Partner, Manager, Trustee or Director
General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):  eneral Partner, Manager, Trustee or Director
eneral Partner, Manager, Trustee or Director
ERNSTEIN U.S. REAL ESTATE PARTNERS II G.P. L.P.
mbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund:  No Information Filed
fund (check all that apply; you must check at least one):
ifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Ac
ifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Ac
ne and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed
,

ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS II G.P. L.P.

8.

10. What type of fund is the *private fund*?

	• hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private fund:				
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.				
11.	Current gross asset value of the <i>private fund</i> : \$ 357,084,962				
<u>Ow</u>	nership				
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 250,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	he			
13.	Approximate number of the <i>private fund's</i> beneficial owners: 660				
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 9%				
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:				
	<ul><li>(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i>?</li></ul>	Yes O	No		
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 36%				
Υοι	ur Advisory Services				
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes			
17.	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	er to	•		
	No Information Filed				
		Yes	No		
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•		
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	e answ	'er		
	No Information Filed				
		Yes	No		
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	⊙	$\circ$		
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.				
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  2%				
<u>Priv</u>	vate Offering	Vaa	Na		
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	©	No		
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):				
	Form D file number				
	021-220598				
B. S	ERVICE PROVIDERS				

<u>Auditors</u>

	Additional Auditor Information	n: 1 Record(s) Filed.					
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.						
(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS							
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:						
		, and the second se					
	NEW YORK	New York United States	V	es No			
	(d) Is the auditing firm an inde	ependent public accountant?		_			
	(a) 13 the dualing him an max	ependent pablic decountaint.	•	0			
	(e) Is the auditing firm registe	ered with the Public Company Accounting Oversight Board?	•	0			
	If yes, Public Company Acc	counting Oversight Board-Assigned Number:					
		ne auditing firm subject to regular inspection by the Public Company Accounting Oversight Board	in <b>e</b>	0			
		y the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqua	lified opir	nions?			
	● Yes O No O Report Not Yet		eport is a	vailab			
e B	• Yes • No • Report Not Yet  If you check "Report Not Yet Rece	Received	eport is a	vailabl Yes I			
<b>B</b> i	Yes No Report Not Yet  If you check "Report Not Yet Rece  Broker  Does the private fund use one or  If the answer to question 24.(a)	Received	eport is a	vailabi Yes I			
: <b>B</b> i	Yes No Report Not Yet  If you check "Report Not Yet Rece  Broker  Does the private fund use one or  If the answer to question 24.(a)	Received  elived," you must promptly file an amendment to your Form ADV to update your response when the  more prime brokers?  is "yes," respond to questions (b) through (e) below for each prime broker the private fund us	eport is a	vailab. Yes			
Bi	Yes No Report Not Yet  If you check "Report Not Yet Rece  Broker  Does the private fund use one or  If the answer to question 24.(a)  fund uses more than one prime to	Received  eived, " you must promptly file an amendment to your Form ADV to update your response when the  more prime brokers?  is "yes," respond to questions (b) through (e) below for each prime broker the private fund us broker, you must complete questions (b) through (e) separately for each prime broker.	eport is a	Yes O private			
dia	Yes No Report Not Yet  If you check "Report Not Yet Rece  Broker  Does the private fund use one or  If the answer to question 24.(a)  fund uses more than one prime to	Received  eived," you must promptly file an amendment to your Form ADV to update your response when the  more prime brokers?  is "yes," respond to questions (b) through (e) below for each prime broker the private fund us broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed	eport is a	Yes O private			
dia	Yes No Report Not Yet  If you check "Report Not Yet Rece  Broker  Does the private fund use one or  If the answer to question 24.(a)  fund uses more than one prime to  an  Does the private fund use any cut  If the answer to question 25.(a)	Received  eived, " you must promptly file an amendment to your Form ADV to update your response when the  more prime brokers?  is "yes," respond to questions (b) through (e) below for each prime broker the private fund us broker, you must complete questions (b) through (e) separately for each prime broker.	eport is a	Yes   Oprivate			
a)	Yes No Report Not Yet  If you check "Report Not Yet Rece  Broker  Does the private fund use one or  If the answer to question 24.(a)  fund uses more than one prime to  an  Does the private fund use any cut  If the answer to question 25.(a)	Received eived," you must promptly file an amendment to your Form ADV to update your response when the more prime brokers? is "yes," respond to questions (b) through (e) below for each prime broker the private fund us broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  ustodians (including the prime brokers listed above) to hold some or all of its assets? is "yes," respond to questions (b) through (g) below for each custodian the private fund uses.	eport is a	Yes O privata Yes			
dia	Yes No Report Not Yet  If you check "Report Not Yet Rece  Broker  Does the private fund use one or  If the answer to question 24.(a)  fund uses more than one prime to  an  Does the private fund use any cut  If the answer to question 25.(a)	Received eived," you must promptly file an amendment to your Form ADV to update your response when the more prime brokers? is "yes," respond to questions (b) through (e) below for each prime broker the private fund us broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  ustodians (including the prime brokers listed above) to hold some or all of its assets? is "yes," respond to questions (b) through (g) below for each custodian the private fund uses, you must complete questions (b) through (g) separately for each custodian.	eport is a	Yes O private			
Bi dia	Yes No Report Not Yet Recent Stroker  Does the private fund use one or If the answer to question 24.(a) fund uses more than one prime to the private fund use any cut If the answer to question 25.(a) uses more than one custodian, yet in the private fund use any cut is the answer to question 25.(a) uses more than one custodian, yet in the private fund use any cut is the answer to question 25.(a) uses more than one custodian, yet is the private fund use any cut is the answer to question 25.(a) uses more than one custodian, yet is the private fund use any cut is the answer to question 25.(a) uses more than one custodian, yet is the private fund use any cut is the answer to question 25.(a) uses more than one custodian, yet is the private fund use any cut is the answer to question 25.(a) uses more than one custodian, yet is the private fund use any cut is the answer to question 25.(a) uses more than one custodian, yet is the private fund use any cut is the answer to question 25.(a) uses more than one custodian, yet is the private fund use any cut is the private fund use any c	Received  sived," you must promptly file an amendment to your Form ADV to update your response when the private," you must promptly file an amendment to your Form ADV to update your response when the private fund us broker, respond to questions (b) through (e) below for each prime broker the private fund us broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  ustodians (including the prime brokers listed above) to hold some or all of its assets?  is "yes," respond to questions (b) through (g) below for each custodian the private fund uses, you must complete questions (b) through (g) separately for each custodian.  No Information Filed	eport is a	Yes O private			

23. (a) (1) Are the  $private\ fund$ 's financial statements subject to an annual audit?

must complete questions (b) through (f) separately for each administrator.

Additional Administrator Information : 1 Record(s) Filed.

		·		to questions (b) through (f) below. If the <i>private fund</i> uses nrough (f) separately for each administrator.	s more than one
		(b) Name of admin			
		(c) Location of adn	ninistrator (city, state and cour	ntry).	
		City:	State:	Country:	
		BOSTON	Massachusetts	United States	
					Yes No
		(d) Is the administ	rator a <i>related person</i> of your fi	rm?	○ ●
				estor account statements to the <i>private fund's</i> investors? ovided to some but not all investors) O No (provided to no	investors)
				ome," who sends the investor account statements to the (innot sent to the (rest of the) private fund's investors, response.	
27.	your <i>r</i> 100% Including relevan	related person? de only those assets ant quotes, and (ii)	where (i) such <i>person</i> carried	out the valuation procedure established for that asset, if a s of investor subscriptions, redemptions or distributions, aron.	ny, including obtaining any
<u>Mar</u>	keters	<u>3</u>			Yes No
28.	(a) D	oes the <i>private fund</i>	use the services of someone of	other than you or your employees for marketing purposes?	0 0
	si	milar <i>person</i> . If the a	answer to question 28.(a) is "y	a placement agent, consultant, finder, introducer, municipal res," respond to questions (b) through (g) below for each ser you must complete questions (b) through (g) separately	al advisor or other solicitor, or such marketer the <i>private fund</i>
				No Information Filed	
	RIVATE matio	FUND on About the <i>Privat</i>	e Fund		
1.		ame of the private for		D.	
		rivate fund identifica	U.S. REAL ESTATE PARTNERS L	.F.	
	(i	nclude the "805-" pi 05-5553062873			
2.	Under	the laws of what s	rate or country is the <i>private fu</i>	<i>und</i> organized:	
		tate: elaware		Country: United States	
3.	(a) N	ame(s) of General P	artner, Manager, Trustee, or D	irectors (or <i>persons</i> serving in a similar capacity):	
	Name	e of General Partne	r, Manager, Trustee, or Direc	tor	
	ALLIA	ANCEBERNSTEIN U.S	. REAL ESTATE PARTNERS G.P.	L.P.	
	(b) If	filing an <i>umbrella re</i>	gistration, identify the filing adv	viser and/or relying adviser(s) that sponsor(s) or manage(s)  No Information Filed	this private fund.
4.	The p	rivate fund (check al	I that apply; you must check at	: least one):	

List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.												
		No Inform	nation Filed									
						Yes	s I					
(a) Is this	a "master fund" in a master-feed	er arrangement?				•						
(b) If yes,	what is the name and private fund	d identification number (if any	) of the feeder fund	s investing in this p	rivate fund?							
	orivate fund			Private fund iden	ntification number	r						
	BERNSTEIN U.S. REAL ESTATE (EM BERNSTEIN U.S. REAL ESTATE (HN'			805-1188688689 805-7591103848								
ALLIANCED	DERNSTEIN U.S. REAL ESTATE (HIN	vv) FUND, L.P.		803-7391103646								
						Yes	5					
(c) Is this	a "feeder fund" in a master-feede	er arrangement?				0						
(d) If yes,	what is the name and private fund	d identification number (if any	) of the master fund	I in which this <i>privat</i>	te fund invests?							
Name o	of <i>private fund</i> :											
	e fund identification number:											
(IIICIUU)	le the "805-" prefix also)											
NOTE: You	must complete question 6 for each	ch master-feeder arrangemen	t regardless of whe	ther you are filing a	single Schedule D	), Section 7.B.	(1					
for the mas	ster-feeder arrangement or repor	ting on the funds separately.										
•			rrangement accordii	ng to the instruction	s to this Section 7	7.B.(1), for eac	h					
	ranas answer the following quest	1101131	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:									
Additional	l Feeder Fund Information : 2 Re	ecord(s) Filed.										
Additional	l Feeder Fund Information : 2 Re	ecord(s) Filed.										
7. If you	ı are filing a single Schedule D, Se	ection 7.B.(1) for a master-fee	der arrangement ac	cording to the instru	uctions to this Sec	tion 7.B.(1), fc	or					
7. If you each o	are filing a single Schedule D, Se of the feeder funds answer the fo	ection 7.B.(1) for a master-fee	der arrangement ac	cording to the instru	uctions to this Sec	tion 7.B.(1), fc	or					
7. If you	u are filing a single Schedule D, Se of the feeder funds answer the fo Name of the <i>private fund</i> :	ection 7.B.(1) for a master-fee ollowing questions:	Ü	cording to the instru	uctions to this Sec	tion 7.B.(1), fc	or					
7. If you each o	are filing a single Schedule D, Se of the feeder funds answer the fo	ection 7.B.(1) for a master-fee ollowing questions:	Ü	cording to the instru	uctions to this Sec	tion 7.B.(1), fc	or					
7. If you each o	u are filing a single Schedule D, Se of the feeder funds answer the fo Name of the <i>private fund</i> :	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.	Ü	cording to the instru	uctions to this Sec	tion 7.B.(1), fo	or					
7. If you each (a)	u are filing a single Schedule D, Se of the feeder funds answer the fo Name of the <i>private fund</i> : ALLIANCEBERNSTEIN U.S. REAL	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.	Ü	cording to the instru	uctions to this Sec	tion 7.B.(1), fo	or					
7. If you each (a)	a are filing a single Schedule D, Se of the feeder funds answer the fo Name of the <i>private fund</i> :  ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.	Ü	cording to the instru	uctions to this Sec	tion 7.B.(1), fo	or					
7. If you each (a)	u are filing a single Schedule D, Se of the feeder funds answer the fo Name of the <i>private fund</i> : ALLIANCEBERNSTEIN U.S. REAL <i>Private fund</i> identification numbe (include the "805-" prefix also)	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.	Ü	cording to the instru	uctions to this Sec	tion 7.B.(1), fo	or					
7. If you each (a)	u are filing a single Schedule D, Se of the feeder funds answer the fo Name of the <i>private fund</i> : ALLIANCEBERNSTEIN U.S. REAL <i>Private fund</i> identification number (include the "805-" prefix also) 805-1188688689	ection 7.B.(1) for a master-fee ollowing questions: ESTATE (EMPLOYEE) FUND, L. er:	P.	cording to the instru	uctions to this Sec	tion 7.B.(1), fo	or					
7. If you each (a)	u are filing a single Schedule D, Se of the feeder funds answer the fo Name of the <i>private fund</i> : ALLIANCEBERNSTEIN U.S. REAL <i>Private fund</i> identification numbe (include the "805-" prefix also)	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  r country is the <i>private fund</i> or	P. rganized:	cording to the instru	uctions to this Sec	tion 7.B.(1), fo	or					
7. If you each (a)	u are filing a single Schedule D, Se of the feeder funds answer the for Name of the <i>private fund</i> :  ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L. er:  r country is the <i>private fund</i> of	P. rganized:	cording to the instru	uctions to this Sec	tion 7.B.(1), fo	or					
7. If you each (a)	u are filing a single Schedule D, Se of the feeder funds answer the for Name of the <i>private fund</i> :  ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also)  805-1188688689  Under the laws of what state or State:	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L. er:  r country is the <i>private fund</i> of	P. rganized: ntry:	cording to the instru	uctions to this Sec	tion 7.B.(1), fo	or					
7. If you each (a) (b)	are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  ) Name(s) of General Partner, Ma	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  country is the <i>private fund</i> on Court Unite	rganized: htry: ed States			tion 7.B.(1), fo	or					
7. If you each (a) (b)	u are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  Name(s) of General Partner, Main Name Of Gener	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  country is the <i>private fund</i> or  Country is the private fund or  Countr	rganized: htry: ed States			tion 7.B.(1), fo	or					
7. If you each (a) (b)	are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  ) Name(s) of General Partner, Ma	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  country is the <i>private fund</i> or  Country is the private fund or  Countr	rganized: htry: ed States			tion 7.B.(1), fo	or					
7. If you each (a) (b) (c)	u are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  ) Name(s) of General Partner, Mark Name of General Partner, Mark ALLIANCEBERNSTEIN U.S. REAL	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  country is the <i>private fund</i> or  Country is the private fund or  Countr	rganized: htry: ed States or <i>persons</i> serving in	n a similar capacity):			pr					
7. If you each (a) (b) (c)	u are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  Name(s) of General Partner, Main Name Of Gener	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  r country is the <i>private fund</i> or Court United an ager, Trustee or Directors (contager, Trustee or Dire	P.  Programized:  Intry:  The states  Program of the states  Program of the states  Program of the states of the states  The states of the sta	n a similar capacity):			Dr					
7. If you each (a) (b) (c)	u are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  ) Name(s) of General Partner, Mark Name of General Partner, Mark ALLIANCEBERNSTEIN U.S. REAL	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  r country is the <i>private fund</i> or Court United an ager, Trustee or Directors (contager, Trustee or Dire	rganized: htry: ed States or <i>persons</i> serving in	n a similar capacity):			or .					
7. If you each (a) (b) (c) (d) (1)	a are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  Name(s) of General Partner, Main Name of General Partner, Main ALLIANCEBERNSTEIN U.S. REAL	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  country is the <i>private fund</i> of Country is the private fund of Count	P.  rganized: htry: ed States  or persons serving in  or relying adviser(s) nformation Filed	n a similar capacity):			pr					
7. If you each (a) (b) (c)	a are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  Name of General Partner, Man Name of General Partner, Man ALLIANCEBERNSTEIN U.S. REAL  If filing an umbrella registration, The private fund (check all that any of the private fund (check	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  r country is the <i>private fund</i> or Cour United an ager, Trustee or Directors (conger, Trustee or Directors). ESTATE PARTNERS G.P. L.P.  identify the <i>filing adviser</i> and/No I apply; you must check at leas	P.  Programized:  Intry:  Intr	n a similar capacity):	manage(s) this <i>pr</i>	rivate fund:						
7. If you each (a) (b) (c) (d) (1)	are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  Name of General Partner, Man ALLIANCEBERNSTEIN U.S. REAL  If filling an umbrella registration,  The private fund (check all that a continuous continu	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  r country is the <i>private fund</i> or Cour United an ager, Trustee or Directors (conger, Trustee or Directors). ESTATE PARTNERS G.P. L.P.  identify the <i>filing adviser</i> and/No I apply; you must check at leas	P.  Programized:  Intry:  Intr	n a similar capacity):	manage(s) this <i>pr</i>	rivate fund:						
7. If you each (a) (b) (c) (d) (1)	a are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  Name of General Partner, Man Name of General Partner, Man ALLIANCEBERNSTEIN U.S. REAL  If filing an umbrella registration, The private fund (check all that any of the private fund (check	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  r country is the <i>private fund</i> or  Cour  Unite  anager, Trustee or Directors (conger, Trustee or Director  ESTATE PARTNERS G.P. L.P.  identify the <i>filing adviser</i> and/  No I  apply; you must check at lease on from the definition of invest	P.  Programized:  Antry:  Antr	that sponsor(s) or	manage(s) this <i>pr</i>	rivate fund:	f					
7. If you each (a) (b) (c) (d) (1)	u are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  Name of General Partner, Man ALLIANCEBERNSTEIN U.S. REAL  Private fund (check all that a fine private fund (check all that a fine filling an umbrella for the exclusion 1940	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  r country is the <i>private fund</i> or  Cour  Unite  anager, Trustee or Directors (conger, Trustee or Director  ESTATE PARTNERS G.P. L.P.  identify the <i>filing adviser</i> and/  No I  apply; you must check at lease on from the definition of invest	P.  Programized:  Antry:  Antr	that sponsor(s) or	manage(s) this <i>pr</i>	rivate fund:	f					
7. If you each (a) (b) (c) (d) (1)	are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  Name of General Partner, Man ALLIANCEBERNSTEIN U.S. REAL  If filing an umbrella registration,  The private fund (check all that a final filing in the exclusion 1940  (2) qualifies for the exclusion 1940  (2) qualifies for the exclusion 1940  (2) qualifies for the exclusion 1940	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  r country is the <i>private fund</i> or  Cour  Unite  anager, Trustee or Directors (conger, Trustee or Director  ESTATE PARTNERS G.P. L.P.  identify the <i>filing adviser</i> and/  No I  apply; you must check at lease on from the definition of invest	P.  Programized:  Antry:  Antr	that sponsor(s) or	manage(s) this <i>pr</i>	rivate fund:	f					
7. If you each (a) (b) (c) (d) (1)	are filing a single Schedule D, Se of the feeder funds answer the for Name of the private fund: ALLIANCEBERNSTEIN U.S. REAL  Private fund identification number (include the "805-" prefix also) 805-1188688689  Under the laws of what state or State: Delaware  Name of General Partner, Man ALLIANCEBERNSTEIN U.S. REAL  If filing an umbrella registration,  The private fund (check all that a final filing in the exclusion 1940  (2) qualifies for the exclusion 1940  (2) qualifies for the exclusion 1940  (2) qualifies for the exclusion 1940	ection 7.B.(1) for a master-fee ollowing questions:  ESTATE (EMPLOYEE) FUND, L.  er:  country is the private fund on Court United anager, Trustee or Directors (conager, Trustee or Directors (conager, Trustee or Directors). ESTATE PARTNERS G.P. L.P.  identify the filing adviser and/No I apply; you must check at least on from the definition of investion from the definition of investing and the definition of inves	P.  rganized: htry: ed States  or persons serving in  or relying adviser(s) nformation Filed  t one): ment company und	that sponsor(s) or er section 3(c)(1) of	manage(s) this pr	Company Act o	f					

		f the feeder funds answer the following questions:	1), 101	
	(a)	Name of the private fund:		
		ALLIANCEBERNSTEIN U.S. REAL ESTATE (HNW) FUND, L.P.		
		Private fund identification number: (include the "805-" prefix also) 805-7591103848		
	(0)	Under the laws of what state or country is the <i>private fund</i> organized:		
	(c)	State: Country:		
		Delaware United States		
	(d) (1)	Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):		
		Name of General Partner, Manager, Trustee or Director		
		ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS G.P. L.P.		
	(d) (2)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private funds.  No Information Filed	<i>l</i> :	
	(e)	The private fund (check all that apply; you must check at least one):		
		$\Box$ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company A	Act of	
		(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company A	Act of	
	(f)	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed		
	assets in a s	ourposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it asses (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		ł
8.	(a) Is this $p$	private fund a "fund of funds"?	0	6
	•	ourposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment gardless of whether they are also private funds or registered investment companies.	_	
		does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	(
			Yes	N
9.		last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment ct of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	
10.	What type o	of fund is the private fund?		
	C hedge fu	and $^{f C}$ liquidity fund $^{f C}$ private equity fund $^{f C}$ real estate fund $^{f C}$ securitized asset fund $^{f C}$ venture capital fund $^{f C}$ Other <i>priva</i> s	te fund	<b>1</b> :
	NOTE: For d	definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gros	ss asset value of the <i>private fund</i> :		
<u>Ow</u>	<u>rnership</u>			
12.	Minimum inv	vestment commitment required of an investor in the <i>private fund</i> :		
	NOTE: Repo	ort the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the nal documents of the fund).	<b>)</b>	

13. Approximate number of the *private fund's* beneficial owners:

14.	14%	%		
15.	(a)	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	1%		·	NI-
		If the private fund qualified for the evaluation from the definition of investment common qualities again 2(a)(1) of the Investment	es O	O
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
Yo	ur Ad	dvisory Services		
			es	No
17.	(b)	Are you a subadviser to this <i>private fund?</i> If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer to question 17.(a) is "no," leave this question blank.	0	•
		No Information Filed		
		Υ	es	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the art of question 18.(a) is "no," leave this question blank.	SWE	;r
		No Information Filed		
10	۸ra	views allowed a allolted to invest in the project formal	es	
17.		TE: For purposes of this question, do not consider feeder funds of the private fund.	⊙	0
		the private fundaver relied on an everentian from registration of its accounities under Degulation D of the Conumities Act of 10222	es ©	No O
22.	If ve	es, provide the <i>private fund's</i> Form D file number (if any):		
		rm D file number		
	021	1-154072		
	ERVI(			
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	es <b>⊙</b>	No
	(4)	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙ ⊙	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing f you must complete questions (b) through (f) separately for each auditing firm.		_
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditin firm, you must complete questions (b) through (f) separately for each auditing firm.	g 	
		(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
		City: State: Country: NEW YORK New York United States		

Yes No

	(d) Is the auditing firm an independent public accountant?	$\odot$	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
		Υ	'es No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	⊙ ೧
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified of	opinio	ons?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is ava	ailable.
<u>Prime E</u>	<u>Broker</u>		
24 (a)	Does the <i>private fund</i> use one or more prime brokers?		es No
24. (a)	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses.		O
	fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		
	No Information Filed		
Custodi	i <u>an</u>		
		Υ	'es No
25. (a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?		
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	priva ——	te runa
	No Information Filed		
Adminis	<u>strator</u>	V	vaa Nia
26. (a)	Does the <i>private fund</i> use an administrator other than your firm?		es No ⊙ O
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administ must complete questions (b) through (f) separately for each administrator.		
	Additional Administrator Information : 1 Record(s) Filed.		
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.		
	(b) Name of administrator: STATE STREET BANK & TRUST		
	(c) Location of administrator (city, state and country):		
	City: State: Country:		
	BOSTON Massachusetts United States	Yes	No
	(d) Is the administrator a related person of your firm?	0	•
	(e) Does the administrator prepare and send investor account statements to the private fund's investors?		

(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."
<ul> <li>27. During your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i>, such as an administrator, that is not your <i>related person</i>?</li> <li>100%</li> <li>Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including</li> </ul>
allocations) was the valuation determined by such <i>person</i> .
<u>Marketers</u> Yes
28. (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?
You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.
No Information Filed

A. P	PRIVATE FUND		
Info	ormation About the <i>Private Fund</i>		
1.	<ul> <li>(a) Name of the <i>private fund</i>: ALLIANCEBERNSTEIN US REAL ESTATE FUND II (AIV1) LP</li> <li>(b) <i>Private fund</i> identification number: (include the "805-" prefix also)</li> <li>805-8685302256</li> </ul>		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director		
	ALLIANCEBERNSTEIN U.S. REAL ESTATE PARTNERS G.P. L.P.		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
<ol> <li>4.</li> <li>5.</li> </ol>	The <i>private fund</i> (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.		
0.	No Information Filed		
		es	No
6.	(a) Is this a "master fund" in a master feeder arrangement?		<b>⊙</b>
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		•
	No Information Filed		
		es	No
	<ul><li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li><li>(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?</li><li>Name of private fund:</li></ul>	0	•
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.1 for the master-feeder arrangement or reporting on the funds separately.	3.(1	)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for e the feeder funds answer the following questions:	ach	of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		i

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment

 $\circ$ 

8. (a) Is this *private fund* a "fund of funds"?

	venicles, regardless of whether they are also <i>private runds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund o real estate fund O securitized asset fund O venture capital fund O Other private	ate fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 34,175,880		
<u>Ow</u>	nershi <u>p</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 250,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in thorganizational documents of the fund).	.e	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 660		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>You</u>	ur Advisory Services	V	NI-
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	O
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.		•
	No Information Filed		
		Yes	No
18.	<ul><li>(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i>?</li><li>(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the</li></ul>	O answ	<b>⊙</b>
	to question 18.(a) is "no," leave this question blank.	: all5w	еi 
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund?</i> NOTE: For purposes of this question, do not consider feeder funds of the private fund.	•	0
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
<u>Priv</u>	vate Offering		
		Yes	No
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	⊙	0

22. If yes, provide the *private fund's* Form D file number (if any):

02	021-56614					
B. SERVI	CE PROVIDERS					
Auditor	<u>s</u>					
23 (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Ye	es No			
23. (a)	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	9 0			
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audi you must complete questions (b) through (f) separately for each auditing firm.	ting fir	o c m,			
	Additional Auditor Information : 1 Record(s) Filed.					
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one autirm, you must complete questions (b) through (f) separately for each auditing firm.	uditing				
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS					
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:					
	NEW YORK New York United States					
	(d) Is the auditing firm an independent public accountant?	_	No			
	(a) 13 the additing firm an independent public accountant:	•	О			
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0			
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238					
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0			
		Υ	es No			
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	e	9 0			
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	ns?			
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is ava	ilable.			
Prime B	<u>Broker</u>	Y	es No			
24. (a)	Does the <i>private fund</i> use one or more prime brokers?		0 0			
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the pri				
	No Information Filed					
Custodi	an en	V.	es No			
25. (a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?		es ivo			
	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.					
	No Information Filed					

Form D file number

В.

<u>Adr</u>	minis	trator					
							Yes No
26.			•	use an administrator other th	•	/D. I.	⊙ ○
			•	on 26.(a) is "yes," respond t ns (b) through (f) separately		(f) below. If the <i>private fund</i> uses more than of	one administrator, you
Additional Administrator Information : 1 Record(s) Filed.							
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.					n one	
		(b)	Name of adminis	strator:			
			STATE STREET BA	ANK & TRUST			
		(c)	Location of admi	nistrator (city, state and cou	ntry):		
			City:	State:		Country:	
			BOSTON	Massachusetts		United States	
		(d)	Is the administra	ator a <i>related person</i> of your f	irm?		Yes No
		(e)				ts to the <i>private fund's</i> investors?  all investors)	
		' '	If the answer to	question 26.(e) is "no" or "s	some," who sends the in	vestor account statements to the (rest of the) the final function of the final function	) private fund's
	alloo rkete	ations	s) was the valuat	ion determined by such <i>pers</i>	son.	ens, redemptions or distributions, and fee calcu	Yes No
28.			•			employees for marketing purposes?	0 0
		similaı	r <i>person</i> . If the ar	nswer to question 28.(a) is "y	yes," respond to questio	sultant, finder, introducer, municipal advisor on ns (b) through (g) below for each such marke suestions (b) through (g) separately for each r	eter the <i>private fund</i>
					No Informatio	on Filed	
A. PI	RIVAT	E FUN	ID				
<u>Info</u>	<u>rmat</u>	ion Ab	oout the <i>Private</i>	<u>Fund</u>			
1.	(a)	Name	of the private ful	nd:			
				S REAL ESTATE PARTNERS (R	EIT AIV) L.P.		
		(includ	e fund identificati de the "805-" pre 577606797				
2.	Und	er the	laws of what sta	ite or country is the <i>private f</i> o	<i>und</i> organized:		
		State:		·	Country:		
		Delaw	/are		United States		
3.	(a)	Name	(s) of General Pa	rtner, Manager, Trustee, or D	Directors (or <i>persons</i> serv	ving in a similar capacity):	

	(b) If filing on typhysila registration identify the filing advisor and/or valving advisor(c) that are many (c) or many act (c) this private fixed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  No Information Filed		
4.	The private fund (check all that apply; you must check at least one):		
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	$\circ$	•
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
	(a) In this a "fooder fund" in a master fooder arrangement?	Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	О	⊚
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	- eac	า of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		ed .
8.	(a) Is this private fund a "fund of funds"?		•
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	_	٠
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> :		
·	\$ 20,763,898		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		

\$ 250,000

No Information Filed

		anizational documents of the fund).		
13.	App 81	proximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) 0%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	(b)	If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
You	ur Ac	dvisory Services	Yes	No
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	0	•
	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	to	
		No Information Filed		
			Yes	No
18.		Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?  If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> .	C answe	<b>⊙</b> er
		to question 18.(a) is "no," leave this question blank.  No Information Filed		
			Yes	No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	•	0
	NOT	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Pri</u>	<u>vate</u>	Offering		
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	No O
22.	If y	es, provide the <i>private fund's</i> Form D file number (if any):		
	For	rm D file number		
	021	1-155283		
B. S	ERVI	CE PROVIDERS		
Aud	ditors	<u>S</u>	Yes	No
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	·	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	firm,	ı
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditifirm, you must complete questions (b) through (f) separately for each auditing firm.	ng	
		(b) Name of the auditing firm:		

	(c)	The location of the	auditing firm's office response	onsible for the	private fund's aud	lit (city, state and country):		
		City: NEW YORK	Stat	e: York		Country: United States		
		NEW TORK	New	TOTA		office States	Ye	s No
	(d)	Is the auditing firm	n an <i>independent public acc</i> o	ountant?			•	0
	(e)	Is the auditing firn	n registered with the Public	Company Acc	counting Oversight	t Board?	•	0
		If yes, Public Com	oany Accounting Oversight	Board-Assigne	ed Number:			
		238						
	(f)	If "yes" to (e) above accordance with its	•	iect to regular	inspection by the	e Public Company Accounting Oversight Bo	pard in o	0
							Y	es No
(g	-	he <i>private fund's</i> aud stors?	dited financial statements f	or the most re	ecently completed	fiscal year distributed to the private fund	'S	⊙ C
(h	ı) Do al	I of the reports prep	pared by the auditing firm f	or the <i>private</i>	fund since your las	st <i>annual updating amendment</i> contain ur	ıqualified opini	ons?
	<b>⊙</b> Y∈	es O No O Report	Not Yet Received					
	If yoι	ı check "Report Not Y	Yet Received," you must pro	mptly file an a	mendment to your	Form ADV to update your response when t	the report is ava	ailable.
<u>Prime</u>	Broker	• -						
24 (a	ı) Does	the private fund use	e one or more prime broke	~s?			Y	es No
21. (0		·	·		o) through (e) belo	ow for each prime broker the <i>private fund</i>	uses. If the <i>pi</i>	С © rivate
	fund	uses more than one	prime broker, you must co	omplete quest	ions (b) through (	(e) separately for each prime broker.	·	
				No	Information Filed			
Custo	<u>dian</u>							
05 (	<b>)</b> D						Y	es No
25. (a		•		•		) to hold some or all of its assets? ow for each custodian the <i>private fund</i> us	os If the prive	O C
		·	codian, you must complete	•		·	es. If the priva	———
				No	Information Filed			
Admir	nistrato	<u>r</u>						
24 (2	) Door	the private funducy	an administrator other th	on your firm?				es No
20. (a		·	e an administrator other th n 26.(a) is "ves." respond t	•	a) through (f) belo	ow. If the <i>private fund</i> uses more than one		<b>⊙</b> C r. vou
			s (b) through (f) separately		_		, , , , , , , , , , , , , , , , , , , ,	
	Addi	tional Administrate	or Information : 1 Record	(s) Filed.				
			ion 26.(a) is "yes," respond st complete questions (b) t			elow. If the <i>private fund</i> uses more than cadministrator.	one	
	(b)	Name of administra	ator:					
		STATE STREET BAN						
	(c)	Location of admini	strator (city, state and cou	ntry):				
		City: BOSTON	State: Massachusetts			Country: United States		
		NOTON	wassachusetts			united States	Yes	No
	(d)	Is the administrate	or a <i>related person</i> of your f	irm?			0	•

		Yes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)	
		100 (provided to all investors) Oponic (provided to some put not all investors) Ono (provided to no investors)	
		(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	
27.	you	ring your last fiscal year, what percentage of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that or related person?	is not
	100		
	rele	lude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining a evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (included that it is a cations) was the valuation determined by such <i>person</i> .	•
Maı	rkete	<u>ers</u>	
00			Yes No
28.		Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	0 0
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	
		No Information Filed	
A. PI	RIVA	TE FUND	
<u>Info</u>	rmat	tion About the <i>Private Fund</i>	
1.		Name of the private fund:	
		ANCHORPATH 7-4 FUND, LP  Private fund identification number:	
	(D)	(include the "805-" prefix also)	
		805-9890720071	
2.	Und	der the laws of what state or country is the <i>private fund</i> organized:	
		State: Country:	
		Delaware United States	
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
	Naı	me of General Partner, Manager, Trustee, or Director	
	AN	CHORPATH PARTNERS, LLC	
	<i>(</i> 1. )		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  No Information Filed	
		NO ITHOLIMATION FILED	
4.	The	e private fund (check all that apply; you must check at least one):	
	V	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940	
		(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
5.	List	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
		No Information Filed	
			Yes No
6.		Is this a "master fund" in a master-feeder arrangement?	0 0
	(b)	If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?	
		No Information Filed	

	(c) Is this a "feeder fund" in a master-feeder arrangement?	$\circ$	$\odot$
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	each	n of
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	d
8.	(a) Is this <i>private fund</i> a "fund of funds"?	Yes	
0.	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	0	•
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	•	0
10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private	te fun	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 4,792,331		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 250,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners:  8		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 75%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		

(c) Is this a "feeder fund" in a master-feeder arrangement?

Your Advisory Services

(a)	Are you a subadviser to this <i>private fund</i> ?		,
(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answ question 17.(a) is "no," leave this question blank.	er to	
	No Information Filed		
		Υe	es l
(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	C	,
(b)	If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	ne ans	wei
	No Information Filed		
		Υe	es l
Ar	e your <i>clients</i> solicited to invest in the <i>private fund</i> ?		
NC	DTE: For purposes of this question, do not consider feeder funds of the private fund.		
Ар 19	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
/ate	e Offering		
На	s the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Ye	es
lf	yes, provide the <i>private fund's</i> Form D file number (if any):		
	orm D file number		
O: ERV	ICE PROVIDERS  rs  (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	6	9
O: ERV	ICE PROVIDERS  (1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit	6	9
ERV	ICE PROVIDERS  (1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	6	•
O: ERV	ICE PROVIDERS  (1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.	ing fir	m,
O: ERV	ICE PROVIDERS  ICE PR	ing fir	m,
ERV	ICE PROVIDERS  (1) Are the <i>private fund's</i> financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete question 23.(a)(1) is "yes," respond to questions (b) through (h) below.	ing fir	m,
ERV	ICE PROVIDERS  ICE PR	ing fir	m,
Fo O2	ICE PROVIDERS  (1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:	ing fir	m,
Fc 02	ICE PROVIDERS  (1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):	ing fir	m,
ERV	ICE PROVIDERS  (1) Are the <i>private fund's</i> financial statements subject to an annual audit?  (2) If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: State: Country:	ing fir	m,
Fc 02	ICE PROVIDERS  (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City:  State:  Country:  New YORK  New York  United States	ing fir	N.
ERV	ICE PROVIDERS  TS  (1) Are the private fund's financial statements subject to an annual audit? (2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.  Additional Auditor Information: 1 Record(s) Filed.  If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: Country: NEW YORK New York United States  (d) Is the auditing firm an independent public accountant?	ing fir diting	N C

(h) Do all of the reports prepared by the auditing firm for the *private fund* since your last *annual updating amendment* contain unqualified opinions?

	the <i>private fund</i> use one or m	poro primo brokoro?		
f the	e answer to question 24.(a) is	"yes," respond to questions (b) throu	igh (e) below for each prime broker the <i>private f</i> or the thick the separately for each prime broker.	und uses. If the
Add	itional Prime Broker Informa	ation : 1 Record(s) Filed.		
	•		ough (e) below for each prime broker the <i>private</i> stions (b) through (e) separately for each prime	
(b)	Name of the prime broker: INTERACTIVE BROKERS LLC			
(c)	If the prime broker is registe 8 - 47257	ered with the SEC, its registration num	ber:	
	CRD Number (if any): 36418			
(d)	Location of prime broker's of	fice used principally by the private fund	d (city, state and country):	
	City:	State:	Country:	
	GREENWICH	Connecticut	United States	Υ
(e)	Does this prime broker act a	s custodian for some or all of the <i>priva</i>	ate fund's assets?	Y (
<u>n</u>				
<u>n</u> Does	s the <i>private fund</i> use any custo	odians (including the prime brokers lis	ited above) to hold some or all of its assets?	
Does If the	e answer to question 25.(a) is more than one custodian, you	"yes," respond to questions (b) through must complete questions (b) through	gh (g) below for each custodian the <i>private fund</i>	uses. If the <i>pri</i>
Does If the	e answer to question 25.(a) is	"yes," respond to questions (b) through must complete questions (b) through	gh (g) below for each custodian the <i>private fund</i>	uses. If the <i>pri</i>
Does If the uses Add	e answer to question 25.(a) is more than one custodian, you itional Custodian Information the answer to question 25.(a)	"yes," respond to questions (b) through the must complete questions (c) through the mu	gh (g) below for each custodian the <i>private fund</i>	·
Does If the uses  Add	e answer to question 25.(a) is more than one custodian, you itional Custodian Information the answer to question 25.(a)	"yes," respond to questions (b) through must complete questions (b) through n: 1 Record(s) Filed.  is "yes," respond to questions (b) through the complete questions (b)	igh (g) below for each custodian the <i>private fund</i> in (g) separately for each custodian.  Ough g) below for each custodian the <i>private fur</i>	·
opposes for the sussessing states for the su	e answer to question 25.(a) is more than one custodian, you itional Custodian Information the answer to question 25.(a) and uses more than one custodian.  Legal name of custodian:	"yes," respond to questions (b) through the must complete questions (b) through the n: 1 Record(s) Filed.  Is "yes," respond to questions (b) through the new part of the new	igh (g) below for each custodian the <i>private fund</i> in (g) separately for each custodian.  Ough g) below for each custodian the <i>private fur</i>	·
Does If the uses  Add  If t fur (b)	e answer to question 25.(a) is more than one custodian, you itional Custodian Information the answer to question 25.(a) and uses more than one custodian:  Legal name of custodian:  STATE STREET BANK AND TRU  Primary business name of custodian:  STATE STREET BANK AND TRU  The location of the custodian City:	"yes," respond to questions (b) through the must complete questions (b) through the normal state of the no	igh (g) below for each custodian the private fundant (g) separately for each custodian.  ough g) below for each custodian the private fund through (g) separately for each custodian.	·
Does If the uses  Add  If t fur (b)	e answer to question 25.(a) is more than one custodian, you itional Custodian Information the answer to question 25.(a) and uses more than one custodian:  Legal name of custodian:  STATE STREET BANK AND TRU  Primary business name of custodian:  STATE STREET BANK AND TRU  The location of the custodian	"yes," respond to questions (b) through the must complete questions (b) through the state of the	igh (g) below for each custodian the private fundant (g) separately for each custodian.  ough g) below for each custodian the private fundanthrough (g) separately for each custodian.	·
Does of the uses  Add  If the fur (b) (c) (d)	e answer to question 25.(a) is more than one custodian, you itional Custodian Information the answer to question 25.(a) and uses more than one custodian:  Legal name of custodian:  STATE STREET BANK AND TRU  Primary business name of custodian:  STATE STREET BANK AND TRU  The location of the custodian City:	"yes," respond to questions (b) through must complete questions (b) through n: 1 Record(s) Filed.  is "yes," respond to questions (b) through an, you must complete questions (b)  UST COMPANY  ustodian:  UST COMPANY (SSB)  n's office responsible for custody of the State:  New Jersey	igh (g) below for each custodian the private fundant (g) separately for each custodian.  ough g) below for each custodian the private fund through (g) separately for each custodian.	nd uses. If the p
Does f the uses  Add  If t fur  (b)  (c)  (d)	e answer to question 25.(a) is more than one custodian, you itional Custodian Information the answer to question 25.(a) and uses more than one custodian:  Legal name of custodian:  STATE STREET BANK AND TRU  Primary business name of custodian STATE STREET BANK AND TRU  The location of the custodian City:  JERSEY CITY  Is the custodian a related per	"yes," respond to questions (b) through must complete questions (b) through n: 1 Record(s) Filed.  is "yes," respond to questions (b) through an, you must complete questions (b)  UST COMPANY  ustodian:  UST COMPANY (SSB)  n's office responsible for custody of the State:  New Jersey	igh (g) below for each custodian the private function (g) separately for each custodian.  ough g) below for each custodian the private function (g) separately for each custodian.  e private fund's assets (city, state and country):  Country: United States	nd uses. If the p

Yes 
 No 
 Report Not Yet Received

<u>Admi</u>	<u>nistrator</u>						
26 (	a) Doos the private fundues an administrator other than your firm?	es No					
20. (	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator must complete questions (b) through (f) separately for each administrator.	o o , you					
	Additional Administrator Information : 1 Record(s) Filed.						
	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.						
	(b) Name of administrator: STATE STREET						
	(c) Location of administrator (city, state and country):						
	City: State: Country:  JERSEY CITY New Jersey United States						
	Yes  (d) Is the administrator a <i>related person</i> of your firm?	No ⊙					
	(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  • Yes (provided to all investors) • Some (provided to some but not all investors) • No (provided to no investors)						
	(f) If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) <i>private fund's</i> investors? If investor account statements are not sent to the (rest of the) <i>private fund's</i> investors, respond "not applicable."						
Mark		es No					
28. (	a) Does the private fund use the services of someone other than you or your employees for marketing purposes?	0 0					
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, of similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fun</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.						
	No Information Filed						
A. PRI'	VATE FUND						
<u>Inforn</u>	nation About the <i>Private Fund</i>						
	a) Name of the <i>private fund</i> :  ANCHORPATH DEDICATED RETURN FUND, LP  b) <i>Private fund</i> identification number:  (include the "805-" prefix also)  805-5301602407						
2. L	Under the laws of what state or country is the <i>private fund</i> organized:						
	State: Country: Delaware United States						
3. (	a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):						

ANCIN	ORPATH PARTNERS, LLC		_
(b) If	filing an <i>umbrella registration</i> , identify the <i>filing adviser</i> and/or <i>relying adviser(s)</i> that sponsor(s) or manage(s) this <i>private fund</i> .		
	No Information Filed		
The pr	ivate fund (check all that apply; you must check at least one):		
(1)	qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
<b>2</b> (2)	qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
List the	e name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed		
(a) la		Yes	
	this a "master fund" in a master-feeder arrangement?	0	•
(b) If	yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?  No Information Filed		
		Yes	VО
	this a "feeder fund" in a master-feeder arrangement?	0	⊙
	yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests? Ime of <i>private fund</i> :		
	ivate fund identification number: Include the "805-" prefix also)		
for the	You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 master-feeder arrangement or reporting on the funds separately.  are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for		
for the	master-feeder arrangement or reporting on the funds separately.		
for the	master-feeder arrangement or reporting on the funds separately.  are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for		
If you the fee	are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for eder funds answer the following questions:  No Information Filed  For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all or in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is le classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	each of the	of
If you the fee	emaster-feeder arrangement or reporting on the funds separately.  are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for eder funds answer the following questions:  No Information Filed  For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is le classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	each of the	of ir
NOTE: assets multiple (a) Is	remaster-feeder arrangement or reporting on the funds separately.  are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for eder funds answer the following questions:  No Information Filed  For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all or in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is le classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  this private fund a "fund of funds"?  For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment	each of the	of ir
NOTE: assets multiple (a) Is	remaster-feeder arrangement or reporting on the funds separately.  are filling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for eder funds answer the following questions:  No Information Filed  For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is le classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  this private fund a "fund of funds"?	each of the	of ir ••
NOTE: assets multiple (a) Is	are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for eder funds answer the following questions:  No Information Filed  For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is le classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. It is private fund a "fund of funds"?  For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment ess, regardless of whether they are also private funds or registered investment companies.  yes, does the private fund invest in funds managed by you or by a related person?	each of the sued	of ir
NOTE: assets multiple (a) Is NOTE: vehicle (b) If	are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for eder funds answer the following questions:  No Information Filed  For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is lectasses (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Ithis private fund a "fund of funds"?  For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment es, regardless of whether they are also private funds or registered investment companies.  Yes, does the private fund invest in funds managed by you or by a related person?	each of the sued Yes	of ir No
NOTE: assets multiple (a) Is NOTE: vehicle (b) If	are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for eder funds answer the following questions:  No Information Filed  For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is le classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. It is private fund a "fund of funds"?  For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment ess, regardless of whether they are also private funds or registered investment companies.  yes, does the private fund invest in funds managed by you or by a related person?	each of the sued Yes	of ir
NOTE: assets multiple (a) Is NOTE: vehicle (b) If	are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for eder funds answer the following questions:  No Information Filed  For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is le classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. It is private fund a "fund of funds"?  For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment as, regardless of whether they are also private funds or registered investment companies. It is private fund invest in funds managed by you or by a related person?	each of the sued Yes	of ir No
NOTE: assets multiple (a) Is NOTE: vehicle (b) If During Compa	are filing a single Schedule D, Section 7.B. (1) for a master-feeder arrangement according to the instructions to this Section 7.B. (1), for order funds answer the following questions:  No Information Filed  For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is leclasses (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund. It is private fund a "fund of funds"?  For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment is, regardless of whether they are also private funds or registered investment companies. It is private fund invest in funds managed by you or by a related person?  Your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment and Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	each of the sued Yes O	oof Voc
NOTE: assets multiple (a) Is NOTE: vehicle (b) If During Compa	are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a der funds answer the following questions:  No Information Filed  For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is le classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  It is private fund a "fund of funds"?  For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment es, regardless of whether they are also private funds or registered investment companies.  It is private fund invest in funds managed by you or by a related person?  Your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment and Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	each of the sued Yes O	oof Voc

12. Minimum investment commitment required of an investor in the *private fund*:

	\$ 1,0	000,000		
		E: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the anizational documents of the fund).		
13.	Appı 1	roximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) 0%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
		If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	res O	No
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
/ou	ır Ad	lvisory Services		Na
17	(0)	Are you a subadviser to this <i>private fund</i> ?	es.	
17.	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	_	•
		No Information Filed		
			⁄es	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the a to question 18.(a) is "no," leave this question blank.		
		No Information Filed		
			⁄es	No
19.	Are	your clients solicited to invest in the private fund?	0	•
	NOT	FE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Аррі 1%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Priv	ate (	Offering	⁄es	NI-
21.	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?		0
22.		es, provide the <i>private fund's</i> Form D file number (if any):		
		1-425305		
CI		CE PROVIDERS		
. 31	EKVIC	CE PROVIDERS		
Aud	litors		Yes	No
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	•	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	firm	,
		Additional Auditor Information : 1 Record(s) Filed.		
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditifirm, you must complete questions (b) through (f) separately for each auditing firm.	ng	
		(b) Name of the auditing firm:		

	(c)	The location of the auditing	g firm's office responsible for the <i>privat</i>	e fund's audit (city, state and country):				
		City:	State:	Country:				
		NEW YORK	New York	United States				
	(d)	Is the auditing firm an inde	ependent public accountant?		ves ©	No		
	(e)	Is the auditing firm registe	ered with the Public Company Accounting	ng Oversight Board?	<b>⊙</b> ○			
		If yes, Public Company Acc 238	counting Oversight Board-Assigned Nun	nber:				
	(f)	If "yes" to (e) above, is the accordance with its rules?	e auditing firm subject to regular inspe	ction by the Public Company Accounting Oversight Board in	•	0		
					Ye	es No		
(g)	Are the investigation	·	ancial statements for the most recently	completed fiscal year distributed to the private fund's	6	9 0		
(h)	Do al	of the reports prepared by	the auditing firm for the <i>private fund</i> s	ince your last annual updating amendment contain unqualified	d opinic	ns?		
	<b>⊙</b> Y€	es O No O Report Not Yet	Received					
	If you	ı check "Report Not Yet Recei	ved," you must promptly file an amendn	nent to your Form ADV to update your response when the repor	t is ava	ilable.		
Prime E	<u>Broker</u>				Y	es No		
24. (a)	Does	the <i>private fund</i> use one or	more prime brokers?			9 0		
	If the	answer to question 24.(a)	is "yes," respond to questions (b) thro	ough (e) below for each prime broker the private fund uses. If	the pri			
	fund	uses more than one prime b	roker, you must complete questions (b	b) through (e) separately for each prime broker.				
	Addi	tional Prime Broker Inforn	nation : 1 Record(s) Filed.					
	pri	•	e prime broker, you must complete qu	arough (e) below for each prime broker the <i>private fund</i> uses. estions (b) through (e) separately for each prime broker.	If the			
	(c)	If the prime broker is regis 8 - 47257	stered with the SEC, its registration nur	mber:				
		CRD Number (if any): 36418						
	(d)	Location of prime broker's	office used principally by the <i>private fu</i>	nd (city, state and country):				
		City:	State:	Country:				
		GREENWICH	Connecticut	United States				
	(e)	Does this prime broker act	as custodian for some or all of the private	vate fund's assets?	Yes O	No ©		
<u>Custodi</u>	<u>ian</u>							
2E (a)	Door	the private fundures and the	stadions (including the spines bush	icted above) to hold come or all of its seeste?		es No		
∠ɔ. (a)	If the	answer to question 25.(a)		isted above) to hold some or all of its assets?  Sugh (g) below for each custodian the <i>private fund</i> uses. If the  gh (g) separately for each custodian.		o C te fund		
		tional Custodian Informati		•				

If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private

fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

PRICEWATERHOUSECOOPERS

	(b)	Legal name of custodian: STATE STREET BANK AND T	RUST COMPANY		
	(c)	Primary business name of STATE STREET BANK AND T			
	(d)	The location of the custodi	an's office responsible for <i>custody</i> of the	private fund's assets (city, state and country):	
		City:	State:	Country:	
		JERSEY CITY	New Jersey	United States	Yes No
	(e)	Is the custodian a related p	person of your firm?		0 0
	(f)	If the custodian is a broker	-dealer, provide its SEC registration num	ber (if any):	
		- CRD Number (if any):			
	(g)	If the custodian is not a bridentifier (if any)	oker-dealer, or is a broker-dealer but do	es not have an SEC registration number, provide its <i>leg</i>	gal entity
Admir	nistrato	r			
					Yes N
26. (a	If the	e answer to question 26.(a)		h (f) below. If the <i>private fund</i> uses more than one adr	<b>⊙</b> (ninistrator, you
	must	complete questions (b) thro	ough (f) separately for each administrato	·.	
	Add	itional Administrator Infor	nation : 1 Record(s) Filed.		
	adı	·	a) is "yes," respond to questions (b) thro ete questions (b) through (f) separately t	ugh (f) below. If the <i>private fund</i> uses more than one or each administrator.	
	(c)	Location of administrator ( City:	city, state and country): State:	Country:	
		JERSEY CITY	New Jersey	United States	
	(4)	Is the administrator a <i>rela</i> i	tad parson of your firm?		Yes No
	(u)	is the autilitistrator a relati	eu person or your min:		0 0
	(e)		epare and send investor account statements $_{ m C}$ Some (provided to some but no	ents to the <i>private fund's</i> investors?  t all investors) No (provided to no investors)	
	(f)	·		nvestor account statements to the (rest of the) private of the) private fund's investors, respond "not applicable	
27 D	uring ve	our last fiscal year, what por	contago of the private fund's assets (by )	alue) was valued by a <i>person</i> , such as an administrato	or that is not
yo		ted person?	certage of the private rund's assets (by t	alue) was valued by a <i>person</i> , such as an administrate	r, that is not
re	elevant		n used for purposes of investor subscrip	cedure established for that asset, if any, including obta ions, redemptions or distributions, and fee calculations	
Marke	eters				
20 1		Albanian (C. C. C. C. C.			Yes N
∠8. (a	) Does	the private fund use the ser	vices of someone other than you or you	employees for marketing purposes?	0 (

You must answer "yes" whether the *person* acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar *person*. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the *private fund* 

uses. If the *private fund* uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

Α.	PR	IVA <sup>T</sup>	TΕ	Fι	JND
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nformation	About to	he <i>Privat</i>	e Fund
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1. (a) Name of the private fund:

ASTURIAS MASTER FUND LP

(b) *Private fund* identification number: (include the "805-" prefix also) 805-7720821160

2. Under the laws of what state or country is the private fund organized:

State:

Country:

Cayman Islands

3. (a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

## Name of General Partner, Manager, Trustee, or Director

ASTURIAS GP LLC

(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.

No Information Filed

- 4. The private fund (check all that apply; you must check at least one):
  - (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
  - (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- 5. List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

No Information Filed

Yes No

 $\circ$ 

**(** 

- 6. (a) Is this a "master fund" in a master-feeder arrangement?
  - (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?

Name of private fund	Private fund identification number
ASTURIAS FUND LP	805-2639460565
ASTURIAS OFFSHORE FUND LTD	805-2232213208

Yes No

- (c) Is this a "feeder fund" in a master-feeder arrangement?
- (d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests? Name of *private fund*:

Private fund identification number:

(include the "805-" prefix also)

NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1) for the master-feeder arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 2 Record(s) Filed.

- 7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:
  - (a) Name of the *private fund*:

ASTURIAS FUND LP

	(b)	Private fund identification number:
		(include the "805-" prefix also)
		805-2639460565
	(c)	Under the laws of what state or country is the <i>private fund</i> organized:
	` ,	State: Country:
		Delaware United States
	(d) (1)	Name(s) of General Partner, Manager, Trustee or Directors (or <i>persons</i> serving in a similar capacity):
		Name of General Partner, Manager, Trustee or Director
		ASTURIAS GP LLC
	(d) (2)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund:
		No Information Filed
		The <i>private fund</i> (check all that apply; you must check at least one):
		(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
		(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of
		1940
	(f)	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.
		No Information Filed
7.	_	are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:
	(a)	Name of the <i>private fund</i> :
		ASTURIAS OFFSHORE FUND LTD
	(b)	Private fund identification number:
		(include the "805-" prefix also)
		805-2232213208
	( )	
	(c)	Under the laws of what state or country is the <i>private fund</i> organized:
		State: Country: Cayman Islands
	(d) (1)	Name(s) of General Partner, Manager, Trustee or Directors (or persons serving in a similar capacity):
		No Information Filed
	(d) (2)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund:
		No Information Filed
	(e)	The private fund (check all that apply; you must check at least one):
		$\Box$ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of
		1940
		(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of
		1940
	(f)	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.
	(1)	Name of Country/English Name of Foreign Financial Regulatory Authority
		Cayman Islands - Cayman Islands Monetary Authority

	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	0	⊙
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the private fund?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other priva	te fun	d:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 141,139,940		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 5,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	)	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 53%		
		Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to qualified clients?	0	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 12%		
Υοι	ur Advisory Services		
		Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	•
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	to	
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answe	er ——
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		

	yes, provide the <i>private fund's</i> Form D file number (if any):	
	Form D file number	
02	)21-458194	
SERVI	VICE PROVIDERS	
uditor	<u>ors</u>	
. (a)	a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Yes N
()	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accorda	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the $\mu$ you must complete questions (b) through (f) separately for each auditing firm.	te fund uses more than one auditing firm,
	Additional Auditor Information : 1 Record(s) Filed.	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the firm, you must complete questions (b) through (f) separately for each auditing firm.	/ate fund uses more than one auditing
	(b) Name of the auditing firm:  KPMG, LLP	
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state	country):
	City: State: Country:  NEW YORK New York United States	
	NEW TORK Office States	Yes No
	(d) Is the auditing firm an independent public accountant?	⊙ ○
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	<b>⊙</b> ○
	If yes, Public Company Accounting Oversight Board-Assigned Number: 185	
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Compa accordance with its rules?	Accounting Oversight Board in 👩 👩
		Yes N
(g)	g) Are the private fund's audited financial statements for the most recently completed fiscal year distinctions?	
(h)	n) Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual upda</i>	amendment contain unqualified opinions?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to	te your response when the report is available
ime E	e Broker	
. (a)	a) Does the <i>private fund</i> use one or more prime brokers?	Yes N
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each p fund uses more than one prime broker, you must complete questions (b) through (e) separately	broker the <i>private fund</i> uses. If the <i>private</i>
	Additional Prime Broker Information : 3 Record(s) Filed.	
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each private fund uses more than one prime broker, you must complete questions (b) through (e) so	•
	(b) Name of the prime broker:  MORGAN STANLEY & CO. LLC	
	(c) If the prime broker is registered with the SEC, its registration number:	

Yes No

The state of the s	's office used principally by the <i>private</i>	fund (city, state and country):	
City:	State:	Country:	
NEW YORK	New York	United States	
	act as custodian for some or all of the $ ho$		Ye
(e) Does this prime broker a	act as custodian for some or an or the p	invate fund 3 d33et3:	e
	•	through (e) below for each prime broker the <i>private</i> questions (b) through (e) separately for each prime b	
(b) Name of the prime broke NATIONAL FINANCIAL SE			
(c) If the prime broker is re 8 - 26740	gistered with the SEC, its registration r	number:	
CRD Number (if any): 13041			
(d) Location of prime broker	's office used principally by the <i>private</i>	fund (city, state and country):	
City:	State:	Country:	
BOSTON	Massachusetts	United States	
			Ye
If the answer to question 24		through (e) below for each prime broker the <i>private</i> questions (b) through (e) separately for each prime b	<i>fund</i> uses. If th
If the answer to question 24 private fund uses more than  (b) Name of the prime broke UBS SECURITIES LLC  (c) If the prime broker is re 8 - 22651  CRD Number (if any): 7654	er: gistered with the SEC, its registration r	through (e) below for each prime broker the <i>private</i> questions (b) through (e) separately for each prime be a common that the private are the prime because the prime broker the private and the private because the prime broker the private because the prime broker the private because the prime becaus	
If the answer to question 24 private fund uses more than  (b) Name of the prime broke UBS SECURITIES LLC  (c) If the prime broker is re 8 - 22651  CRD Number (if any): 7654	(a) is "yes," respond to questions (b) one prime broker, you must complete one:	through (e) below for each prime broker the <i>private</i> questions (b) through (e) separately for each prime be a common that the private are the prime because the prime broker the private and the private because the prime broker the private because the prime broker the private because the prime becaus	<i>fund</i> uses. If th
If the answer to question 24 private fund uses more than  (b) Name of the prime broke UBS SECURITIES LLC  (c) If the prime broker is re 8 - 22651  CRD Number (if any): 7654  (d) Location of prime broker	(a) is "yes," respond to questions (b) one prime broker, you must complete of the complete o	through (e) below for each prime broker the <i>private</i> questions (b) through (e) separately for each prime became the prime became the prime to the p	fund uses. If the
If the answer to question 24 private fund uses more than  (b) Name of the prime broke UBS SECURITIES LLC  (c) If the prime broker is re 8 - 22651 CRD Number (if any): 7654  (d) Location of prime broker City: NEW YORK	c.(a) is "yes," respond to questions (b) one prime broker, you must complete of er:  gistered with the SEC, its registration response to the complete of the c	through (e) below for each prime broker the <i>private</i> questions (b) through (e) separately for each prime because the prime because of the private of the pr	fund uses. If th proker.
If the answer to question 24 private fund uses more than  (b) Name of the prime broke UBS SECURITIES LLC  (c) If the prime broker is re 8 - 22651 CRD Number (if any): 7654  (d) Location of prime broker City: NEW YORK	c.(a) is "yes," respond to questions (b) one prime broker, you must complete of er:  gistered with the SEC, its registration recommendately by the private State:	through (e) below for each prime broker the <i>private</i> questions (b) through (e) separately for each prime because the prime because of the private of the pr	fund uses. If th broker.
If the answer to question 24 private fund uses more than  (b) Name of the prime broker UBS SECURITIES LLC  (c) If the prime broker is re 8 - 22651 CRD Number (if any): 7654  (d) Location of prime broker City: NEW YORK  (e) Does this prime broker a	c.(a) is "yes," respond to questions (b) one prime broker, you must complete of er:  gistered with the SEC, its registration response to the complete of the c	through (e) below for each prime broker the <i>private</i> questions (b) through (e) separately for each prime because the prime because of the private of the pr	fund uses. If th proker.
If the answer to question 24 private fund uses more than  (b) Name of the prime broke UBS SECURITIES LLC  (c) If the prime broker is re 8 - 22651 CRD Number (if any): 7654  (d) Location of prime broker City: NEW YORK	c.(a) is "yes," respond to questions (b) one prime broker, you must complete of er:  gistered with the SEC, its registration response to the complete of the c	through (e) below for each prime broker the <i>private</i> questions (b) through (e) separately for each prime because the prime because of the private of the pr	fund uses. If thoroker.
If the answer to question 24 private fund uses more than  (b) Name of the prime broker UBS SECURITIES LLC  (c) If the prime broker is reasonable 8 - 22651 CRD Number (if any): 7654  (d) Location of prime broker City: NEW YORK  (e) Does this prime broker as an	c.(a) is "yes," respond to questions (b) one prime broker, you must complete of the complete o	through (e) below for each prime broker the <i>private</i> questions (b) through (e) separately for each prime because the prime because of the private of the pr	<i>fund</i> uses. If th proker.

If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the *private fund* uses. If the *private* 

fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

(b) Legal name of custodian:

THE NORTHERN TRUST INTERNATIONAL BANKING CORPORATION

	(c)	Primary business name of NORTHERN TRUST	custodian:		
	(4)	The location of the custod	lian's office responsible for custody of	the <i>private fund's</i> assets (city, state and country):	
	(u)	City:	State:	Country:	
		JERSEY CITY	New Jersey	United States	
					Yes No
	(e)	Is the custodian a related	person of your firm?		0 0
	(f)	If the custodian is a broke	er-dealer, provide its SEC registration	number (if any):	
		-			
		CRD Number (if any):			
	(g)	If the custodian is not a bidentifier (if any)	roker-dealer, or is a broker-dealer bu	ut does not have an SEC registration number, provide its	s legal entity
Adminis	strator	<u>.</u>			
04 ()	5				Yes N
26. (a)		·	ministrator other than your firm?		⊙ (
		•	is "yes," respond to questions (b) the rough (f) separately for each administ	trough (f) below. If the <i>private fund</i> uses more than one trator.	administrator, you
	Addi	tional Administrator Info	rmation : 1 Record(s) Filed.		
		·	(a) is "yes," respond to questions (b) elete questions (b) through (f) separat	through (f) below. If the <i>private fund</i> uses more than or tely for each administrator.	ne
	(b)	Name of administrator:			
		CITCO FUND ADMINISTRAT	TION (CAYMAN ISLANDS) LIMITED		
	(c)				
		City: TORONTO	State:	Country: Canada	
				34.1444	Yes No
	(d)	Is the administrator a rela	ated person of your firm?		0 0
	(e)	Does the administrator pr	epare and send investor account state	tements to the private fund's investors?	
		Yes (provided to all inv	estors) ${f C}$ Some (provided to some bu	ut not all investors) ${f C}$ No (provided to no investors)	
	(f)	·		the investor account statements to the (rest of the) pri	
		investors? If investor acco	ount statements are not sent to the (i	rest of the) <i>private fund's</i> investors, respond "not applic	able."
27 Dur	rina vo	ur last fiscal vear what ne	ercentage of the private fund's assets (	(by value) was valued by a <i>person</i> , such as an administ	rator that is not
		ed person?	reentage of the private rana sussets (	(by value) was valued by a person, such as an administration	rator, that is not
100	0%				
		•	•	procedure established for that asset, if any, including of	0 3
		quotes, and (ii) the valuati s) was the valuation deter		scriptions, redemptions or distributions, and fee calculat	ions (including
arre	Southorn	s) was the valuation doter	Timed by such person.		
Market	<u>ers</u>				
					Yes N
28. (a)	Does	the private fund use the se	rvices of someone other than you or	your employees for marketing purposes?	0 6
		•		nt, consultant, finder, introducer, municipal advisor or ot	
		·		puestions (b) through (g) below for each such marketer plete questions (b) through (g) separately for each marl	·
				4 (2) 2 29 (g) 3 3 pa. 2 (3) 131 3 3 3 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
			No Info	ormation Filed	

A. PI	RIVATE FUND	
<u>I nfo</u>	ormation About the <i>Private Fund</i>	
1.	<ul> <li>(a) Name of the private fund:         BERNSTEIN ALTERNATIVE INVESTMENT STRATEGIES, LLC - BERNSTEIN ALTERNATIVE INVESTMENT STRATEGIES</li> <li>(b) Private fund identification number:         (include the "805-" prefix also)         805-6053056176</li> </ul>	
2.	Under the laws of what state or country is the <i>private fund</i> organized:  State:  Delaware  Country:  United States	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
	Name of General Partner, Manager, Trustee, or Director	
	BERNSTEIN ALTERNATIVE STRATEGIES MANAGEMENT, LP	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	No Information Filed	
4.	The <i>private fund</i> (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
E	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
5.	No Information Filed	
,		es No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	•
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	
	No Information Filed	
	(a) La thia a "fandar fund" in a mantar fandar arrangament?	es No
	<ul><li>(c) Is this a "feeder fund" in a master-feeder arrangement?</li><li>(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?</li><li>Name of <i>private fund</i>:</li></ul>	0
	Private fund identification number: (include the "805-" prefix also)	
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B for the master-feeder arrangement or reporting on the funds separately.	3.(1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each the feeder funds answer the following questions:	ach of
	No Information Filed	
8.		

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also *private funds* or registered investment companies.

	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	•	0
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	O	•
10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private	te fun	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 79,540,993		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 500,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	,	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  87		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 12%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%		
You	ur Advisory Services		
		Yes	No
17.	(a) Are you a subadviser to this <i>private fund?</i>	0	$\odot$
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.	to	
	No Information Filed		
		Yes	No
18.	<ul><li>(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund?</i></li><li>(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>. If the</li></ul>	<b>O</b> answe	<b>⊙</b> er
	to question 18.(a) is "no," leave this question blank.		
	No Information Filed		
10	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	_
19.	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	•	0
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
D'			
<u>Priv</u>	vate Offering	Yes	No
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0

22. If yes, provide the *private fund's* Form D file number (if any):

Form D file number

	021-155283	
B. S	ERVICE PROVIDERS	
Au	<u>ditors</u>	
	$\mathcal{N}_{r-r}$	- NI-

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing firm,

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in

(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?

If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available.

If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private

No Information Filed

If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the private fund

If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the private

(g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's

fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker

25. (a) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?

uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Country:

**United States** 

(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

State:

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

IT yes, Public Company Accounting Oversignt Board-Assigned Number:

New York

 $\circ$ 

 $\circ$ 

**(** 

Yes No

 $\circ$ 

 $\circ$ 

Yes No

Ves No

 $\circ$ 

Yes No

**①**  $\circ$ 

**(** 

 $\odot$ 

23. (a) (1) Are the private fund's financial statements subject to an annual audit?

Additional Auditor Information: 1 Record(s) Filed.

(d) Is the auditing firm an independent public accountant?

(b) Name of the auditing firm:

**NEW YORK** 

**PRICEWATERHOUSECOOPERS** 

accordance with its rules?

24. (a) Does the *private fund* use one or more prime brokers?

Additional Custodian Information: 1 Record(s) Filed.

Prime Broker

Custodian

you must complete questions (b) through (f) separately for each auditing firm.

firm, you must complete questions (b) through (f) separately for each auditing firm.

	(b) Legal name of custodian: STATE STREET BANK			
	(c) Primary business name of custodian STATE STREET BANK	:		
	(d) The location of the custodian's office	e responsible for <i>custody</i> :	of the <i>private fund's</i> assets (city, state and country):	
	City:	State:	Country:	
	TORONTO		Canada	
	(e) Is the custodian a <i>related person</i> of y	your firm?		Yes No
	(e) is the custodian a related person of s	your minn:		0 0
	(f) If the custodian is a broker-dealer, p	provide its SEC registratio	n number (if any):	
	CRD Number (if any):			
	(g) If the custodian is not a broker-deal identifier (if any)	er, or is a broker-dealer l	out does not have an SEC registration number, provide its <i>leg</i>	nal entity
<u>Adı</u>	<u>dministrator</u>			Yes No
26.	6. (a) Does the <i>private fund</i> use an administrator	other than your firm?		⊙ O
	•	respond to questions (b)	through (f) below. If the <i>private fund</i> uses more than one adm strator.	
	Additional Administrator Information : 1	1 Record(s) Filed.		
	If the answer to question 26.(a) is "yes, administrator, you must complete question (b) Name of administrator:		through (f) below. If the <i>private fund</i> uses more than one rately for each administrator.	
	INTERNATIONAL FUND SERVICES			
	(c) Location of administrator (city, state	and country):		
	City:	State:	Country:	
	DUBLIN		Ireland	
	(d) Is the administrator a related person	of your firm?		Yes No
	(u) is the administrator a related person	or your minn:		0 0
			tatements to the <i>private fund's</i> investors?  but not all investors)   No (provided to no investors)	
	· · · · · · · · · · · · · · · · · · ·		ls the investor account statements to the (rest of the) <i>private</i> (rest of the) <i>private fund's</i> investors, respond "not applicable	
27.	7. During your last fiscal year, what percentage c	of the <i>private fund's</i> asset:	s (by value) was valued by a <i>person</i> , such as an administrato	r, that is not
	your <i>related person</i> ? 100%			
	Include only those assets where (i) such perso	r purposes of investor sul	on procedure established for that asset, if any, including obtain bscriptions, redemptions or distributions, and fee calculations	
<u>Ma</u>	l <u>arketers</u>			Yes No

28. (a) Does the *private fund* use the services of someone other than you or your *employees* for marketing purposes?

You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund

 $\odot$ 

	No Information Filed
4. P	RIVATE FUND
nfc	rmation About the <i>Private Fund</i>
1.	(a) Name of the <i>private fund</i> :
	BERNSTEIN ALTERNATIVE INVESTMENT STRATEGIES, LLC - BERNSTEIN MULTI-MANAGER HEDGE FUND PORTFOLIO
	(b) Private fund identification number:
	(include the "805-" prefix also)
	805-6376864156
2.	Under the laws of what state or country is the <i>private fund</i> organized:
	State: Country:
	Delaware United States
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):
	Name of General Partner, Manager, Trustee, or Director  BERNSTEIN ALTERNATIVE STRATEGIES MANAGEMENT, LP
	BERNSTEIN ALTERNATIVE STRATEGIES WANAGEWENT, LP
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.
	No Information Filed
<ol> <li>4.</li> <li>5.</li> </ol>	The <i>private fund</i> (check all that apply; you must check at least one):  (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.
	No Information Filed
	Yes
6.	(a) Is this a "master fund" in a master-feeder arrangement?
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?
	No Information Filed
	Yes
	(c) Is this a "feeder fund" in a master-feeder arrangement?
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :
	Private fund identification number: (include the "805-" prefix also)
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B. (or the master-feeder arrangement or reporting on the funds separately.
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each the feeder funds answer the following questions:
	No Information Filed
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of

		162	NO
8.	(a) Is this private fund a "fund of funds"?	•	0
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	t	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	•
		Yes	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private of the	te fun	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.	Current gross asset value of the <i>private fund</i> : \$ 107,014,080		
Owi	nership_		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 500,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	ż	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  104		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 29%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 1%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
You	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	
17.	<ul><li>(a) Are you a subadviser to this <i>private rund</i>?</li><li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer question 17.(a) is "no," leave this question blank.</li></ul>	to	•
	No Information Filed		
		Yes	No
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	•
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\odot$	$\circ$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	1%		

Yes No

Private Offering

22. If	yes, provide the <i>private fund's</i> Form D file number (if any):					
F	orm D file number					
С	21-67332					
SER	/ICE PROVIDERS					
Audito	ors — — — — — — — — — — — — — — — — — — —	Yes I				
23. (a	) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(O				
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•				
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audityou must complete questions (b) through (f) separately for each auditing firm.					
	Additional Auditor Information : 1 Record(s) Filed.					
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one at firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing				
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS					
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):					
	City: State: Country:					
	NEW YORK New York United States	Voc Na				
	(d) Is the auditing firm an independent public accountant?	Yes No				
	(a) Is the dualiting into an inasperiasin pashe deceantary.	• 0				
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	• c				
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238					
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	<b>⊙</b> ○				
		Yes I				
(5	) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	⊙				
(h	) Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last annual updating amendment contain unqualified	opinions?				
`	© Yes O No O Report Not Yet Received	·				
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	t is availahl				
	in you onear. Nepert Net Yet Necested, you must premptly me an amenament to your Yermine to aparte your respense when the repen	is available				
rime	<u>Broker</u>					
		Yes I				
24. (a	) Does the <i>private fund</i> use one or more prime brokers?	0				
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.					
	No Information Filed					
Custo	dian					
		Yes I				
25. (a	) Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	•				
25. (2	If the answer to question 25 (a) is "yes " respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the					

uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Additional Custodian Information: 1 Record(s) Filed.

21. Has the *private fund* ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

В.

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(h)	Logal name of custodian.	
(b)	Legal name of custodian: STATE STREET BANK	
(c)	Primary business name of custodian: STATE STREET BANK	
(d)	The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):	
	City: State: Country: TORONTO Canada	
(e)	Is the custodian a related person of your firm?	
(f)	If the custodian is a broker-dealer, provide its SEC registration number (if any):	
	CRD Number (if any):	
(g)	If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal identifier (if any)	al enti
oes f the	the <i>private fund</i> use an administrator other than your firm?  answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one adm complete questions (b) through (f) separately for each administrator.	inistra
Does f the must	the <i>private fund</i> use an administrator other than your firm?  answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one adm	inistra
Does If the must  Addi	the <i>private fund</i> use an administrator other than your firm?  answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one admicomplete questions (b) through (f) separately for each administrator.	nistra
Does If the must  Addi  If tl adn	the <i>private fund</i> use an administrator other than your firm?  answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one admic complete questions (b) through (f) separately for each administrator.  tional Administrator Information: 1 Record(s) Filed.  the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one	inistra
Does If the must  Addi  If tl adn  (b)	the <i>private fund</i> use an administrator other than your firm?  answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator complete questions (b) through (f) separately for each administrator.  tional Administrator Information: 1 Record(s) Filed.  the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one ministrator, you must complete questions (b) through (f) separately for each administrator.  Name of administrator:	Inistra
Addi  If the adn  (b)	the <i>private fund</i> use an administrator other than your firm?  answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one admicomplete questions (b) through (f) separately for each administrator.  tional Administrator Information: 1 Record(s) Filed.  the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one ministrator, you must complete questions (b) through (f) separately for each administrator.  Name of administrator: INTERNATIONAL FUND SERVICES  Location of administrator (city, state and country): City: State: Country:	inistra
Does If the must  Addi  If tl adn  (b)	the <i>private fund</i> use an administrator other than your firm?  answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one admicomplete questions (b) through (f) separately for each administrator. <b>Itional Administrator Information : 1 Record(s) Filed.</b> The answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one ministrator, you must complete questions (b) through (f) separately for each administrator.  Name of administrator:  INTERNATIONAL FUND SERVICES  Location of administrator (city, state and country):	inistra <b>Y</b> e
Does If the must  Addi  If tl adn  (b)	the <i>private fund</i> use an administrator other than your firm?  answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one admicomplete questions (b) through (f) separately for each administrator.  tional Administrator Information: 1 Record(s) Filed.  the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one ministrator, you must complete questions (b) through (f) separately for each administrator.  Name of administrator: INTERNATIONAL FUND SERVICES  Location of administrator (city, state and country): City: State: Country:	
Does If the must  Addi  If the adn  (b)  (c)	the <i>private fund</i> use an administrator other than your firm?  answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrator Information:  tional Administrator Information: 1 Record(s) Filed.  the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one ministrator, you must complete questions (b) through (f) separately for each administrator.  Name of administrator:  INTERNATIONAL FUND SERVICES  Location of administrator (city, state and country):  City: State: Country:  DUBLIN Ireland	Ye

27. During your last fiscal year, what percentage of the private fund's assets (by value) was valued by a person, such as an administrator, that is not your related person?

100%

Include only those assets where (i) such *person* carried out the valuation procedure established for that asset, if any, including obtaining any relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

28.	(a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.		No ©
	No Information Filed		
4. P	RIVATE FUND		
Info	ormation About the <i>Private Fund</i>		
1.	<ul> <li>(a) Name of the <i>private fund</i>: BERNSTEIN IMPACT ALTERNATIVES 2022 (DELAWARE) FUND L.P.</li> <li>(b) <i>Private fund</i> identification number: (include the "805-" prefix also)</li> <li>805-4553198904</li> </ul>		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Delaware United States		
	Delaware Officed States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	Name of General Partner, Manager, Trustee, or Director  BERNSTIEN IMPACT ALTERNATIVES G.P. L.P.		
4.	No Information Filed  The <i>private fund</i> (check all that apply; you must check at least one):  ☐ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  ☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
_			
5.	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	$\odot$
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	r each	ı of
	No Information Filed		

		ets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it i tiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	d
			Yes	No
8.	(a)	Is this <i>private fund</i> a "fund of funds"?	•	0
		TE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment icles, regardless of whether they are also <i>private funds</i> or registered investment companies.	•	
	(b)	If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	$\odot$
			Yes	No
9.		ing your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment npany Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	•
10.	Wha	at type of fund is the <i>private fund</i> ?		
	⊙ i	hedge fund $^{f C}$ liquidity fund $^{f C}$ private equity fund $^{f C}$ real estate fund $^{f C}$ securitized asset fund $^{f C}$ venture capital fund $^{f C}$ Other <i>privat</i>	te fur	ıd:
	NOT	FE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
11.		rent gross asset value of the <i>private fund</i> : 520,872		
Ow	ners	hip		
12.		imum investment commitment required of an investor in the <i>private fund</i> : 50,000		
		FE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the	<u> </u>	
	orga	anizational documents of the fund).		
13.	Арр	roximate number of the <i>private fund's</i> beneficial owners:		
	128			
14.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
	19%	6		
15.	(a)	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	0%			
	(1.)		Yes	
		If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	0	0
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
	0%			
You	ur Ad	Ivisory Services		
			Yes	No
17.		Are you a subadviser to this <i>private fund</i> ?  If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer	to.	⊙
		question 17.(a) is "no," leave this question blank.		
		No Information Filed		
10	(-)	De annique attract a didagna (attract the disconstruction and disconstitution Coation 7 D (4) A 2 (b)) added the product 6 m D	Yes	
۱ŏ.		Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund?</i> If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> .	<b>⊙</b> answ	er
		to question 18.(a) is "no," leave this question blank.	J. 13 VV	J1
		Name of Other Adviser to <i>private fund</i> SEC file number  CRD number		
		IMPACT ENGINE 802-116821 304022		
			Yes	No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$

NOTE: For purposes of this question, do not consider feeder funds of the private fund.

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their

	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
<u>Priv</u>	ate Offering		
21.	Has the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Ye ©	s No
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-450445		
B. SE	RVICE PROVIDERS		
<u>Aud</u>	<u>itors</u>		
22	(a) (4) And the probability of the smaller latest and the same and a small and the	Ye	s No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	Œ	
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.	ing firi	m,
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one autirm, you must complete questions (b) through (f) separately for each auditing firm.	diting	
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  NEW YORK  New York  United States		
	NEW TORK	Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
		Υє	es No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	©	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	ns?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is avai	lable.
<u>Prin</u>	ne Broker	Va	es No
24.	(a) Does the <i>private fund</i> use one or more prime brokers?	0	_
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	~	
	No Information Filed		

	No Information Filed					
nist	rator			Ye		
a)	Does the <i>private fund</i> use an admin	istrator other than your firm?		•		
	If the answer to question 26.(a) is must complete questions (b) throu		through (f) below. If the <i>private fund</i> uses more th istrator.	an one administrator,		
	Additional Administrator Informa	ation : 1 Record(s) Filed.				
	If the answer to question 26.(a) administrator, you must complete		b) through (f) below. If the <i>private fund</i> uses more rately for each administrator.	than one		
	(b) Name of administrator:					
	INTERNATIONAL FUND SERVI	CES (N.A.), L.L.C.				
	(c) Location of administrator (cit	y, state and country):				
	City:	State:	Country:			
	NEW YORK	New York	United States			
	(d) Is the administrator a <i>related</i>	d person of your firm?		Yes N		
	,			Ο,		
			tatements to the <i>private fund's</i> investors? but not all investors) o No (provided to no investors)	ors)		
		it statements are not sent to the	ds the investor account statements to the (rest of e) (rest of the) private fund's investors, respond "no	• •		
our 20° iclu elev	related person? % ude only those assets where (i) suc	ch <i>person</i> carried out the valuation used for purposes of investor su	s (by value) was valued by a <i>person</i> , such as an account on procedure established for that asset, if any, includes bacriptions, redemptions or distributions, and fee of	uding obtaining any		
<u>ete</u>	<u>rs</u>			Υe		
)	Does the <i>private fund</i> use the servi	ces of someone other than you o	or your <i>employees</i> for marketing purposes?	16		
	similar <i>person</i> . If the answer to que	estion 28.(a) is "yes," respond to	gent, consultant, finder, introducer, municipal advis questions (b) through (g) below for each such ma mplete questions (b) through (g) separately for ea	arketer the <i>private fund</i>		
		No Ir	nformation Filed			

1. (a) Name of the private fund:

(b) Private fund identification number:

BERNSTEIN IMPACT ALTERNATIVES II (DELAWARE) FUND L.P.

Yes No

	805-1521780471		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:		
	Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
J.	Name of General Partner, Manager, Trustee, or Director		
	BERNSTIEN IMPACT ALTERNATIVES II G.P. L.P.		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	No Information Filed		
	NO ITHOLITIATION FILED		
4.	The private fund (check all that apply; you must check at least one):		
	<ul> <li>□ (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940</li> <li>☑ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940</li> </ul>		
	(2) qualifies for the exclusion from the definition of investment company under section $S(c)(7)$ of the investment company Act of 1940	,	
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
0.	No Information Filed		
	No finalities i fied		NI-
4	(a) Is this a "master fund" in a master-feeder arrangement?		No
6.		0	⊙
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?		
	No Information Filed		
		Voc	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?		
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	0	•
	Name of private fund:		
	Name of private rand.		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	າກ 7.B.(	(1)
	for the master-reeder arrangement of reporting on the runds separatery.		
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1),	for eac	h of
	the feeder funds answer the following questions:		
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially	all of th	neir
	assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if		
	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?		0
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment appropriate the proposed investment appropriate.	ent	
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.  (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	_	_
	(b) If yes, does the private rand linest in runus managed by you of by a related person:	0	•
_	During your lost fined your did the private for direct to accomples	_	No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	⊙
10.	. What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other <i>pri</i>	vate fu	nd:
	The state of the property of the state of the property of the		

(include the "805-" prefix also)

	NOTE. For definitions of these fund types, please see instruction of the instructions to Part TA.		
11.	. Current gross asset value of the <i>private fund</i> : \$ 17,500,000		
<u>Ow</u>	vnership		
12.	. Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 250,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forganizational documents of the fund).	orth in the	
13.	. Approximate number of the <i>private fund's</i> beneficial owners: 4		
14.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 1%		
15.	. (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%	Yes	No
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investme Company Act of 1940, are sales of the fund limited to qualified clients?		O
16.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u> Υοι</u>	ur Advisory Services		
17.	. (a) Are you a subadviser to this <i>private fund</i> ?	Yes O	No ©
	(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If t question 17.(a) is "no," leave this question blank.	he answer to	
	No Information Filed		
		Yes	No
18.	. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	•	0
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fu</i> to question 18.(a) is "no," leave this question blank.	ınd. If the answe	er
	Name of Other Adviser to <i>private fund</i> SEC file number  CRD number	mber	
	IMPACT ENGINE MANAGEMENT, PBC		
		Yes	No
19.	. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	$\odot$
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  1%		
<u>Priv</u>	ivate Offering		
21.	. Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 193	Yes <b>3</b> ? <b>©</b>	No O
22.	. If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-499245		
3. S	SERVICE PROVIDERS		
Auc	<u>ditors</u>	Yes	No
			_

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23. (a) (1) Are the *private fund's* financial statements subject to an annual audit?

	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one at firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	l
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	City: State: Country:		
	NEW YORK New York United States		
	(d) Is the auditing firm an independent public accountant?	_	No
	(d) Is the auditing firm an independent public accountant?	•	О
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:  238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?	•	0
		V	es N
g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i>		9 (
	investors?		
h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	ns?
	O Yes O No O Report Not Yet Received		
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	t is ava	ilable
e <b>E</b>	<u>roker</u>		
		V	oc N
1)	Does the <i>private fund</i> use one or more prime brokers?		es N
a)	Does the <i>private fund</i> use one or more prime brokers?  If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	(	0 6
a)	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If	(	0 6
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed	(	0 6
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed	the pr	0 6
<u>di</u>	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed	the pro	O <b>(</b>
<u>odi</u>	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed	the pro	es N
<u>odi</u> (a)	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the	the pro	es N
<b>odi</b> (a)	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	the pro	es N
nis	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  No Information Filed	You	es N
a)	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> uses. If <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  No Information Filed	Ye private	es Note fun

Additional Administrator Information : 1 Record(s) Filed.

(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?

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		·	complete questions (b) through (f) separ	,	ore than one
		(b) Name of administrato	r:		
			D SERVICES (N.A.), L.L.C.		
		(c) Location of administra	ator (city, state and country):		
		City:	State:	Country:	
		NEW YORK	New York	United States	
		(d) Is the administrator a	a related person of your firm?		Yes No ○ •
			·	tatements to the <i>private fund's</i> investors? but not all investors) <b>©</b> No (provided to no inv	restors)
		investors? If investor		ds the investor account statements to the (rest (rest of the) private fund's investors, respond	• •
21.	your re 100% Include releva	elated person? e only those assets where nt quotes, and (ii) the va	e (i) such <i>person</i> carried out the valuation	s (by value) was valued by a <i>person</i> , such as a constant on procedure established for that asset, if any, bscriptions, redemptions or distributions, and f	including obtaining any
Ma	<u>rketers</u>				Yes No
28.	(a) Do	pes the <i>private fund</i> use th	ne services of someone other than you o	or your <i>employee</i> s for marketing purposes?	0.6
	sir	milar <i>person</i> . If the answe	to question 28.(a) is "yes," respond to	pent, consultant, finder, introducer, municipal a questions (b) through (g) below for each such mplete questions (b) through (g) separately fo	n marketer the <i>private fund</i>
			No Ir	nformation Filed	
A. P	RIVATE	FUND			
Info	<u>rmatior</u>	n About the <i>Private Fund</i>	<u>d</u>		
1.	(a) Na	ame of the <i>private fund</i> :			
	(b) <i>Pri</i>	2 EUROPEAN COMMERCIAL ivate fund identification nunclude the "805-" prefix al 05-6918048322			
	00				
2.		the laws of what state or ate:	country is the <i>private fund</i> organized:  Country:		
			Luxembourg		
3.	(a) Na	ame(s) of General Partner	, Manager, Trustee, or Directors (or pers	sons serving in a similar capacity):	
			nager, Trustee, or Director		
	EQ EU	JROPEAN COMMERCIAL RE	AL ESTATE DEBT HOLDINGS GP		
	(h) If	filing an <i>umhrella registra</i> t	tion, identify the filing adviser and/or rely	ing adviser(s) that sponsor(s) or manage(s) thi	s private fund
	(2) 11	g an ambrona registrat		ormation Filed	o privato rana.
			110		

	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed		
	No Thiormation Flied	Yes	N
	(a) Is this a "master fund" in a master-feeder arrangement?	0	G
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		
	No Information Filed		
		Yes	N
	(c) Is this a "feeder fund" in a master-feeder arrangement?	$\circ$	0
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number:		
	(include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	r each	1 O
	No Information Filed		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it		
	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
	(a) Is this <i>private fund</i> a "fund of funds"?	Yes	
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	:	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	(
		Yes	N
	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	0	0
	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other private	te fun	d:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
	Current gross asset value of the <i>private fund</i> :		
	\$ O		
۸r	nership		
	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 125,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the organizational documents of the fund).	<b>:</b>	
	Approximate number of the <i>private fund's</i> beneficial owners:  0		
₽.	What is the approximate percentage of the private fund beneficially owned by you and your related persons:		

0%

15.	(a) 0%	What is the approximate percentage of the <i>private fur</i>	nd beneficially owned	(in the aggregate) by funds of fund	S:	V	NI-
	(b)	If the private fund qualifies for the exclusion from the Company Act of 1940, are sales of the fund limited to		nt company under section 3(c)(1) o	f the Investment	Yes	NO O
16.	Wha	at is the approximate percentage of the <i>private fund</i> be	eneficially owned by n	on- <i>United States persons</i> :			
You	ur Ad	visory Services					
17.	(a)	Are you a subadviser to this <i>private fund?</i>				Yes •	No O
		If the answer to question 17.(a) is "yes," provide the	name and SEC file nu	mber, if any, of the adviser of the $ ho$	rivate fund. If the answe		
		question 17.(a) is "no," leave this question blank.		CFC file in the box	CDD was speck as		
		Name of adviser to private fund ALLIANCEBERNSTEIN (LUXEMBOURG) S.À R.L.		SEC file number	CRD number		
		ALLIANCE DE LING TETA (LOXET DOUNG) S.A. K.E.				Yes	No.
18.	(a)	Do any investment advisers (other than the investment	nt advisers listed in Se	ection 7.B.(1).A.3.(b)) advise the <i>pri</i>	ivate fund?	•	0
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the						
		to question 18.(a) is "no," leave this question blank.		-			
		Name of Other Adviser to private fund		SEC file number	CRD number		
		ALLIANCEBERNSTEIN LIMITED					
10	۸ro	your <i>clients</i> solicited to invest in the <i>private fund</i> ?				Yes	_
19.		E: For purposes of this question, do not consider feeder	funds of the private fu	nd		0	⊙
	1001	E. For purposes of this question, do not consider recaci	rands of the private ra	nu.			
20.	Арр	roximately what percentage of your clients has investe	ed in the <i>private fund</i> ?				
	1%						
<u>Pri</u>	<u>vate</u>	Offering				v	
21.	Has	the private fund ever relied on an exemption from reg	istration of its securiti	ies under Regulation D of the Securi	ties Act of 1933?	Yes O	©
22.	If y	es, provide the <i>private fund's</i> Form D file number (if any	<i>y</i> ):				
			No Information	Filed			
B. S	ERVI	CE PROVIDERS					
Λ.,,	ditors						
Auc	aitors	•				Yes	No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject	to an annual audit?			•	0
		(2) If the answer to question 23.(a)(1) is "yes," are the	ne financial statement	s prepared in accordance with U.S.	GAAP?	•	0
		If the answer to question 23.(a)(1) is "yes," respond you must complete questions (b) through (f) separate	•	•	es more than one auditin	ıg firm	1,
		Additional Auditor Information : 1 Record(s) Filed.					
		If the answer to question 23.(a)(1) is "yes," responfirm, you must complete questions (b) through (f) so	•		uses more than one audi	iting	
		(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS, SOCIÉTÉ COOPE	RATIVE				
		(c) The location of the auditing firm's office respons	sible for the <i>private fu</i>	nd's audit (city, state and country):			
		City:	State:	Country:			
		GRAND DUCHY		Luxembourg			
			atout0			Yes N	
		(d) Is the auditing firm an independent public accour	ntant?			⊙ (	0

	If yes, Public Company Accounting Oversight Board-Assigned Number: 238		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board accordance with its rules?	in o	0
		,	res No
	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?		© 0
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqual	lified opin	ions?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the	eport is av	ailable.
ne B	sroker_		
		•	es No
(a)	Does the <i>private fund</i> use one or more prime brokers?		0 0
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>private fund</i> us <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	es. If the p	rivate
	No Information Filed		
todia	<u>an</u>	,	⁄es No
(a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.		∕es No ⊙ O ate fund
(a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses.		• o
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(a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses <i>fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:     STATE STREET BANK AND TRUST COMPANY  (c) Primary business name of custodian:     STATE STREET BANK AND TRUST COMPANY  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):     City: State: Country:	If the <i>priva</i>	o Cate fund
(a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses <i>fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:     STATE STREET BANK AND TRUST COMPANY  (c) Primary business name of custodian:     STATE STREET BANK AND TRUST COMPANY  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):     City: State: Country:     BOSTON Massachusetts United States	If the <i>priva</i> If the <i>pri</i>	vate
(a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fund</i> uses. uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 1 Record(s) Filed.  If the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private fund</i> uses <i>fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:     STATE STREET BANK AND TRUST COMPANY  (c) Primary business name of custodian:     STATE STREET BANK AND TRUST COMPANY  (d) The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):     City:     State:     Country:     BOSTON     Massachusetts     United States  (e) Is the custodian a <i>related person</i> of your firm?	If the <i>priva</i> If the <i>pri</i>	vate

26. (a) Does the *private fund* use an administrator other than your firm?

Yes No

⊙ ○

Add	ditional Administrator Information : 1 Record(s) Filed.	
	the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the <i>private fund</i> uses more than one dministrator, you must complete questions (b) through (f) separately for each administrator.	
(b)	Name of administrator: STATE STREET FUND SERVICES TORONTO INC	
(c)	) Location of administrator (city, state and country):	
	City: State: Country: TORONTO Canada	
	Yes I	No
(d)	) Is the administrator a related person of your firm?	•
(e)	Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  (C) Yes (provided to all investors) (C) Some (provided to some but not all investors) (C) No (provided to no investors)	
(f)	If the answer to question 26.(e) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	
100% Include o	only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any	
allocation	equotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including ons) was the valuation determined by such <i>person</i> .	
	ons) was the valuation determined by such <i>person</i> .	
keters  (a) Does  You simil	ons) was the valuation determined by such <i>person</i> .	es No う ⊙ r
keters  (a) Does  You simil	yons) was the valuation determined by such <i>person</i> .  You so the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, on lar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> .	es No う ⊙ r
keters  (a) Does  You simil	Yes the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?  must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, of lar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	es No う ⊙ r
keters  (a) Does  You simil	Yes the private fund use the services of someone other than you or your employees for marketing purposes?  must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, of lar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private funds. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed	es No う ⊙ r
Allocation  keters  (a) Does  You simil uses	Yes the private fund use the services of someone other than you or your employees for marketing purposes?  must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, of lar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private funds. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed	es No
(a) Does You simil uses RIVATE FU	Yes the private fund use the services of someone other than you or your employees for marketing purposes?  must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, of lar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund set. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed	es No
(a) Does You simil uses RIVATE FU	was the valuation determined by such person.  Yes the private fund use the services of someone other than you or your employees for marketing purposes?  must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, o lar person. If the answer to question 28. (a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund.  No Information Filed  UND  About the Private Fund  the of the private fund:  FORD C. BERNSTEIN & CO. DELAWARE BUSINESS TRUST - BERNSTEIN INTERNATIONAL VALUE SERIES ate fund identification number: lude the "805-" prefix also)	es No
(a) Does You simil uses IVATE FUE Transfer A (a) Nam SANI (inclusion) (inclusi	You see the valuation determined by such person.  You see the private fund use the services of someone other than you or your employees for marketing purposes?  (a) If the answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or lar person. If the answer to question 28. (a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund.  If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  About the Private Fund  The of the private fund:  FORD C. BERNSTEIN & CO. DELAWARE BUSINESS TRUST - BERNSTEIN INTERNATIONAL VALUE SERIES atte fund identification number: lude the "805-" prefix also)  -2128077400  The laws of what state or country is the private fund organized:	es No う ⊙ r
(a) Does You simil uses RIVATE FURTHERING A Name SANK (incluses to be a second of the state of t	was the valuation determined by such person.  Yes the private fund use the services of someone other than you or your employees for marketing purposes?  must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or lar person. If the answer to question 28, (a) is "yes," respond to questions (b) through (g) below for each such marketer the private fund.  If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  About the Private Fund  the of the private fund:  FORD C. BERNSTEIN & CO. DELAWARE BUSINESS TRUST - BERNSTEIN INTERNATIONAL VALUE SERIES ate fund identification number: lude the "805-" prefix also)  -2128077400  the laws of what state or country is the private fund organized:  the:  Country:  United States	es No う ⊙ r
(a) Does You simil uses RIVATE FURTHALION AND (b) Privation (incluses) With the State Dela (a) Name (a) Name (a) Name (b) Privation And (b) Privation And (b) Privation And (c) Name (a) Name (b) Privation And (c) Name (b) Privation And (c) Name (c	You so the valuation determined by such person.  You so the private fund use the services of someone other than you or your employees for marketing purposes?  (must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or lar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the private funds. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  About the Private Fund  the of the private fund.  FORD C. BERNSTEIN & CO. DELAWARE BUSINESS TRUST - BERNSTEIN INTERNATIONAL VALUE SERIES ate fund identification number: lude the "805-" prefix also)  -2128077400  the laws of what state or country is the private fund organized:  (b) Country:	es No O

(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.

. L	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Yes	No
	(a) Is this a "master fund" in a master-feeder arrangement?	0	•
	(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund?</i> No Information Filed		
L			
		Yes	No
•	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•
(	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?  Name of <i>private fund</i> :		
	Private fund identification number: (include the "805-" prefix also)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
	f you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:	r each	n of
	No Information Filed		
а	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
,		Yes	
	(a) Is this <i>private fund</i> a "fund of funds"?	0	⊙
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also private funds or registered investment companies.	-	
(	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	Yes	
	What type of fund is the <i>private fund</i> ?  O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other <i>privat</i>	4 - 6	-1
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other <i>privat</i> DBT	te tur	ıa:
Ν	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
	Current gross asset value of the <i>private fund</i> : \$ 112,468,202		
Ψ	, 112, 100, 202		

NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the

\$ 5,000,000

organizational documents of the fund).

No Information Filed

13.	Approximate number of the <i>private fund's</i> beneficial owners:  6		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u> Υοι</u>	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	
17.	<ul><li>(b) If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i>. If the answer question 17.(a) is "no," leave this question blank.</li></ul>	r to	•
	No Information Filed		
18.	(a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	Yes	No ⊙
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund?</i> NOTE: For purposes of this question, do not consider feeder funds of the private fund.	•	0
	NOTE. For purposes of this question, do not consider recuer rands of the private rand.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund?</i> 1%		
<u>Priv</u>	vate Offering		
21.	Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	No
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-67332		
3. S	ERVICE PROVIDERS		
Auc	<u>ditors</u>		
		Yes	No
23.	<ul><li>(a) (1) Are the private fund's financial statements subject to an annual audit?</li><li>(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?</li></ul>	•	0
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	<b>⊙</b> g firm	
	Additional Auditor Information : 1 Record(s) Filed.		
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one audi	ting	
	firm, you must complete questions (b) through (f) separately for each auditing firm.		
	(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS		
	(c) The location of the auditing firm's effice responsible for the private fund's audit (city, state and sountry).		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City: City: Country:		

				Yes	No
	(d) Is the auditing firm an inde	pendent public accountant?		•	0
	(e) Is the auditing firm registe	red with the Public Company Acc	ounting Oversight Board?	•	0
	If yes, Public Company Acc	ounting Oversight Board-Assigne	d Number:		
	(f) If "yes" to (e) above, is the accordance with its rules?	auditing firm subject to regular	inspection by the Public Company Accounting Oversight Board in	•	0
				Υє	es No
_	Are the <i>private fund's</i> audited fina investors?	incial statements for the most re-	cently completed fiscal year distributed to the private fund's	•	• c
(h)	Do all of the reports prepared by	the auditing firm for the private I	fund since your last annual updating amendment contain unqualified	opinio	ns?
		Received			
	If you check "Report Not Yet Recei	ved," you must promptly file an ar	mendment to your Form ADV to update your response when the report	is avai	ilable.
<u>Prime B</u>	roker			Υє	es No
24. (a)	Does the <i>private fund</i> use one or	more prime brokers?		C	
	•		) through (e) below for each prime broker the <i>private fund</i> uses. If ons (b) through (e) separately for each prime broker.	the <i>pri</i>	ivate
		No	Information Filed		
Custodia	an				
<u>oustour</u>	<del></del>			Υє	es No
25. (a)	Does the <i>private fund</i> use any cus	stodians (including the prime bro	kers listed above) to hold some or all of its assets?	6	• 0
	•		) through (g) below for each custodian the <i>private fund</i> uses. If the through (g) separately for each custodian.	privat	e fund
	Additional Custodian Informati	on : 1 Record(s) Filed.			
		(4)			
	•		(b) through g) below for each custodian the <i>private fund</i> uses. If the ns (b) through (g) separately for each custodian.	ıe <i>priva</i>	ate
	(b) Legal name of custodian: NORTHERN TRUST COMPAN	Υ			
	(c) Primary business name of NORTHERN TRUST COMPAN				
	(d) The location of the custodi	an's office responsible for <i>custod</i>	y of the <i>private fund's</i> assets (city, state and country):		
	City:	State:	Country:		
	CHICAGO	Illinois	United States	Yes	No
	(e) Is the custodian a <i>related</i> $\mu$	person of your firm?		0	•
	(f) If the custodian is a broker	-dealer, provide its SEC registrat	ion number (if any):		
	- CRD Number (if any):				
	(g) If the custodian is not a br identifier (if any)	oker-dealer, or is a broker-deale	r but does not have an SEC registration number, provide its <i>legal e</i>	ntity	

NEW YORK

New York

United States

Adminis	strator			
				Yes No
26. (a)	Does the <i>private fund</i> use an adr	· ·		⊙ ○
	•	ough (f) separately for each admin	through (f) below. If the <i>private fund</i> uses more than one a istrator.	idministrator, you
	Additional Administrator Infor	mation : 1 Record(s) Filed.		
		a) is "yes," respond to questions (b lete questions (b) through (f) separ	o) through (f) below. If the <i>private fund</i> uses more than one rately for each administrator.	e
	(b) Name of administrator:  NORTHERN TRUST			
	(c) Location of administrator (	(city, state and country):		
	City:	State:	Country:	
	CHICAGO	Illinois	United States	Vac No
	(d) Is the administrator a <i>rela</i>	tod person of your firm?		Yes No
	(u) is the autilitistrator a rela	ted persorror your mini:		0 0
	(e) Does the administrator or	enare and send investor account s	tatements to the <i>private fund's</i> investors?	
			but not all investors)   No (provided to no investors)	
	0.00 (p. 0.1.200 00 01.1.1.1.1	(p. c	, (p. 10. 10. 10. 10. 10. 10. 10. 10. 10. 10	
			ds the investor account statements to the (rest of the) private (rest of the) private fund's investors, respond "not applicate")	
rele	•	on used for purposes of investor su	on procedure established for that asset, if any, including obscriptions, redemptions or distributions, and fee calculations.	
Markete	<u>ers</u>			
22 ()				Yes No
28. (a)	•	•	or your <i>employees</i> for marketing purposes?	0 0
	similar person. If the answer to o	uestion 28.(a) is "yes," respond to	gent, consultant, finder, introducer, municipal advisor or oth questions (b) through (g) below for each such marketer the mplete questions (b) through (g) separately for each marke	he <i>private fund</i>
		No Ir	nformation Filed	
A. PRIVA	TE FUND			
<u>Informa</u>	tion About the <i>Private Fund</i>			
1. (a)	Name of the <i>private fund</i> :			
	SANFORD C. BERNSTEIN & CO. D	ELAWARE BUSINESS TRUST - BERNS	STEIN TAX-MANAGED GLOBAL STYLE BLEND SERIES	
(b)	Private fund identification numbe	r:		
	(include the "805-" prefix also)			
	805-1692104218			
2. Und	der the laws of what state or cou	ntry is the <i>private fund</i> organized:		
	State:	Country:		
	Delaware	United Sta	ates	

3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):						
	Name of General Partner, Manager, Trustee, or Director						
	NORTHERN TRUST COMPANY (CUSTODIAL TTEE), WILMINGTON TRUST COMPANY (DELAWARE TTEE)						
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.						
	No Information Filed						
	No miornation rilea						
4.	The private fund (check all that apply; you must check at least one):						
	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940						
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940						
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.						
	No Information Filed						
		Yes	No				
6.	(a) Is this a "master fund" in a master-feeder arrangement?	$\circ$	$\odot$				
	(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?						
	No Information Filed						
		Yes	No				
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	•				
	(d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master fund in which this <i>private fund</i> invests?	~					
	Name of private fund:						
	Private fund identification number:						
	(include the "805-" prefix also)						
7.	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 for the master-feeder arrangement or reporting on the funds separately.  If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for the feeder funds answer the following questions:						
	No Information Filed						
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all	of th	oir				
	assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.						
		Yes	No				
8.	(a) Is this <i>private fund</i> a "fund of funds"?	$\circ$	$\odot$				
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.						
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0				
		Yes	No				
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment		•				
	Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	~					
10.	. What type of fund is the <i>private fund</i> ?						
	O hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private	e fun	d:				
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.						
11.	Current gross asset value of the <i>private fund</i> : \$ 93,790,854						

<u>Ownership</u>

12.		mum investment commitment required of an investor in the <i>private fund</i> : 000,000		
		E: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set forth in the anizational documents of the fund).		
13.	Appr 20	roximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) 0%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
		If the private fund qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?	Yes	No O
16.	Wha	It is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
Υοι	ır Ad	visory Services	Yes	No
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	0	•
	(b)	If the answer to question 17.(a) is "yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answer question 17.(a) is "no," leave this question blank.		•
		No Information Filed		
			Yes	No
18.	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	$\odot$
		If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	answ	er
		No Information Filed		
			Yes	No
19.	Are y	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\odot$	$\circ$
	NOT	E: For purposes of this question, do not consider feeder funds of the private fund.		
20.	Appr	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Priv	/ate (	Offering		
21	Haa	the private fundamental and an exponential from registration of its sequential under Degulation D of the Convention Act of 10222	Yes	
∠۱.	наѕ	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	•	0
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):		
	Fori	m D file number		
	021	-67333		
3. S	ERVIC	CE PROVIDERS		
Auc	litors			
22	(2)	(1) Are the private fund's financial statements subject to an annual sudito	_	No
∠3.		<ul><li>(1) Are the private fund's financial statements subject to an annual audit?</li><li>(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?</li></ul>	•	0
		If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing		, O
	:	you must complete questions (b) through (f) separately for each auditing firm.		
		Additional Auditor Information : 1 Record(s) Filed.		

If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one auditing

firm, you must complete questions (b) through (f) separately for each auditing firm.

		Name of the auditing firm: PRICEWATERHOUSECOOPE	RS						
	(c) 1	The location of the auditing	firm's office responsible for the	private fund's audit (city, state and country):					
		City:	State:	Country:					
		NEW YORK	New York	United States	Waa Na				
	(d) I	s the auditing firm an <i>inde</i>	pendent public accountant?		Yes No  O				
	(e) I	s the auditing firm registe	red with the Public Company Acc	counting Oversight Board?	• c				
		f yes, Public Company Acc 238	ounting Oversight Board-Assigne	ed Number:					
		If "yes" to (e) above, is the accordance with its rules?	auditing firm subject to regular	inspection by the Public Company Accounting Oversight Board in	⊙ ○				
(g)	) Are the		uncial statements for the most re	ecently completed fiscal year distributed to the <i>private fund's</i>	Yes No				
(h)		of the reports prepared by O No O Report Not Yet		fund since your last annual updating amendment contain unqualifi	ed opinions?				
	If you o	check "Report Not Yet Recei	ved," you must promptly file an a	mendment to your Form ADV to update your response when the rep	ort is available.				
<u>Prime</u>	<u>Broker</u>								
24 (a)	Noes t	he <i>private fund</i> use one or	more nrime hrokers?		Yes No				
24. (a)		·	·	b) through (e) below for each prime broker the <i>private fund</i> uses.	C • If the <i>private</i>				
	fund us	fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.							
			No	Information Filed					
Custod	<u>lian</u>								
25 (2)	Noos t	ho privato funduso any cus	stadians (including the prime bro	okers listed above) to hold some or all of its assets?	Yes No				
25. (a)				b) through (g) below for each custodian the <i>private fund</i> uses. If	<b>© C</b> the <i>private fund</i>				
	uses m	uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.							
	Additi	Additional Custodian Information : 1 Record(s) Filed.							
		•		(b) through g) below for each custodian the <i>private fund</i> uses. If ons (b) through (g) separately for each custodian.	the <i>private</i>				
		∟egal name of custodian: NORTHERN TRUST COMPAN	Υ						
		Primary business name of o							
	(d) 1	The location of the custodia	an's office responsible for <i>custoa</i>	dy of the private fund's assets (city, state and country):					
		City:	State:	Country:					
		0.110.100	minois	officed States	Yes No				
	(e) I	s the custodian a <i>related</i> p							
			person of your firm?		0 0				
	(f) I	If the custodian is a broker	oerson of your firm? -dealer, provide its SEC registra	tion number (if any):					

Adminis	strator							
Adminis	<u>strator</u>			Yes	s No			
26. (a)	Does the private fund use an admi	nistrator other than your firm?		•	0			
	If the answer to question 26.(a) is must complete questions (b) through		through (f) below. If the <i>private fund</i> uses more than on inistrator.	ne administrator, y	/ou			
	Additional Administrator Inform	nation : 1 Record(s) Filed.						
		is "yes," respond to questions ( te questions (b) through (f) sepa	b) through (f) below. If the <i>private fund</i> uses more than arately for each administrator.	one				
	(b) Name of administrator:  NORTHERN TRUST							
	(c) Location of administrator (c	ity, state and country):						
	City:	State:	Country:					
	CHICAGO	Illinois	United States					
				Yes No	)			
	(d) Is the administrator a relate	ed person of your firm?		0 0				
	(e) Does the administrator pre	nare and send investor accounts	statements to the <i>private fund's</i> investors?					
		(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  Or Yes (provided to all investors) Or Some (provided to some but not all investors) No (provided to no investors)						
	11		ds the investor account statements to the (rest of the) e (rest of the) private fund's investors, respond "not app	•				
you 100 Inc rele	r related person? )% lude only those assets where (i) su	uch <i>person</i> carried out the valuati	ts (by value) was valued by a <i>person</i> , such as an admin ion procedure established for that asset, if any, includin ubscriptions, redemptions or distributions, and fee calcu	g obtaining any	:			
Market	<u>ers</u>							
28 (a)	Does the private funduse the son	vices of someone other than you	or your <i>employees</i> for marketing purposes?		s No			
20. (a)	You must answer "yes" whether t similar <i>person</i> . If the answer to qu	the <i>person</i> acts as a placement agestion 28.(a) is "yes," respond to	gent, consultant, finder, introducer, municipal advisor or o questions (b) through (g) below for each such market pumplete questions (b) through (g) separately for each m	er the <i>private fund</i>	•			
		No I	nformation Filed					

(g) If the custodian is not a broker-dealer, or is a broker-dealer but does not have an SEC registration number, provide its legal entity

identifier (if any)

#### SECTION 7.B.(2) Private Fund Reporting

No Information Filed

## Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients*' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*. Newly-formed advisers should base responses to these questions on the types of participation and interest that you expect to engage in during the next year.

Like Item 7, Item 8 requires you to provide information about you and your related persons, including foreign affiliates.

Pro	priet	tary Interest in <i>Client</i> Transactions		
A.	Do :	you or any <i>related person</i> :	Yes	No
	(1)	buy securities for yourself from advisory clients, or sell securities you own to advisory clients (principal transactions)?	0	•
	(2)	buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory clients?	•	0
	(3)	recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?	•	0
Sal	es Ir	nterest in <i>Client</i> Transactions		
B.	Do :	you or any related person:	Yes	No
	(1)	as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)?	•	0
	(2)	recommend to advisory <i>clients</i> , or act as a purchaser representative for advisory <i>clients</i> with respect to, the purchase of securities for which you or any <i>related person</i> serves as underwriter or general or managing partner?	0	•
	(3)	recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?	0	0
Inv	estn	nent or Brokerage Discretion		
C. Do you or any related person have discretionary authority to determine the:			Yes	No
	(1)	securities to be bought or sold for a client's account?	•	0
	(2)	amount of securities to be bought or sold for a client's account?	•	0
	(3)	broker or dealer to be used for a purchase or sale of securities for a client's account?	•	0
	(4)	commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	•	0
D.	If y	ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	•	0
E.	Do :	you or any related person recommend brokers or dealers to clients?	•	0
F.	If y	ou answer "yes" to E. above, are any of the brokers or dealers related persons?	•	0
G.	(1)	Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with <i>client</i> securities transactions?	•	0
	(2)	If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?	•	0
Н.	(1)	Do you or any related person, directly or indirectly, compensate any person that is not an employee for client referrals?	•	0
	(2)	Do you or any <i>related person</i> , directly or indirectly, provide any <i>employee</i> compensation that is specifically related to obtaining <i>clients</i> for the firm (cash or non-cash compensation in addition to the <i>employee's</i> regular salary)?	0	0
I.		you or any <i>related person</i> , including any <i>employee</i> , directly or indirectly, receive compensation from any <i>person</i> (other than you or any <i>related</i> son) for client referrals?	0	•
	In y	our response to Item 8.1., do not include the regular salary you pay to an employee.		
	fron	esponding to Items 8.H. and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H.) or re in (in answering Item 8.I.) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amoun errals.		

# Item 9 Custody

In this Item, we ask you whether you or a *related person* has *custody* of *client* (other than *clients* that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

A. (1) Do you have *custody* of any advisory *clients'*:

 $\odot$ 

 $\circ$ 

(a) cash or bank accounts?

		(b) securities?		•	0
	dire	ctly from your clients' accounts, or (ii) a related	nswer "No" to Item 9.A.(1)(a) and (b) if you have custody solely because (i) you deduct your advisor person has custody of client assets in connection with advisory services you provide to clients, but perationally independent (pursuant to Advisers Act rule 206(4)-2(d)(5)) from the related person.	_	5
	(2)	If you checked "yes" to Item 9.A.(1)(a) or (by you have <i>custody</i> :	), what is the approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for	which	I
		U.S. Dollar Amount (a) \$ 30,567,921,845	Total Number of <i>Clients</i> (b) 128		
	inclu coni	ude the amount of those assets and the numbe	d you have custody solely because you deduct your advisory fees directly from your clients' account or of those clients in your response to Item 9.A.(2). If your related person has custody of client asse dents, do not include the amount of those assets and number of those clients in your response to 9.	ets in	
B.	(1)	In connection with advisory services you pro	vide to clients, do any of your related persons have custody of any of your advisory clients':	Yes	No
		(a) cash or bank accounts?		$\odot$	0
		(b) securities?		$\odot$	0
	You	are required to answer this item regardless of h	now you answered Item 9.A.(1)(a) or (b).		
	(2)	If you checked "yes" to Item 9.B.(1)(a) or (by your related persons have custody:	), what is the approximate amount of <i>client</i> funds and securities and total number of <i>clients</i> for	which	I
		U.S. Dollar Amount	Total Number of Clients		
		(a) \$ 116,049,319,142	(b) 34,500		
C.	_	ou or your <i>related persons</i> have <i>custody</i> of <i>clie</i> apply:	nt funds or securities in connection with advisory services you provide to <i>clients</i> , check all the fo	ıiwollc	ng
	(1)	A qualified custodian(s) sends account state	ments at least quarterly to the investors in the pooled investment vehicle(s) you manage.		
	(2)	An <i>independent public accountant</i> audits annuare distributed to the investors in the pools.	ally the pooled investment vehicle(s) that you manage and the audited financial statements	V	
	(3)	•	a annual surprise examination of <i>client</i> funds and securities.	V	
	(4)	, ,	internal control report with respect to custodial services when you or your related persons	<b>V</b>	
	an i		ection 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or p. (2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided dvise in Section 7.B.(1) of Schedule D).		-e
D.	Do y	you or your <i>related person(s)</i> act as qualified o	sustodians for your <i>clients</i> in connection with advisory services you provide to <i>clients</i> ?	Yes	No
	(1)	you act as a qualified custodian		0	•
	(2)	your related person(s) act as qualified custod	ian(s)	$\odot$	0
	206	•	rsons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule of Schedule D, regardless of whether you have determined the related person to be operationally inde	epend	'ent
E.	fisca	ou are filing your <i>annual updating amendment</i> al year, provide the date (MM/YYYY) the exam 2023	and you were subject to a surprise examination by an <i>independent public accountant</i> during you ination commenced:	r last	
F.	-	,	nt funds or securities, how many <i>persons</i> , including, but not limited to, you and your <i>related pers</i> ion with advisory services you provide to <i>clients?</i>	sons, a	act
SEC	TION	I 9.C. Independent Public Accountant			
			independent public accountant engaged to perform a surprise examination, perform an audit of	а	

(b) securities?

independent public accountant.

ERNST & YOUNG

(1) Name of the independent public accountant:

(2)	) The location of the independent public accountant's office responsible for the services provided:							
	Number and Street 1:		Number and Street 2:					
	5 TIMES SQUARE							
	City:	State:	Country:	ZIP+4/Postal Code:				
	NEW YORK	New York	United States	10036				
(3)	Is the independent public account	untant registered with the	e Public Company Accounti	ng Oversight Board?	Yes ©	No O		
	If "yes," Public Company Accord	unting Oversight Board-A	Assigned Number:					
(4)	If "yes" to (3) above, is the incaccordance with its rules?	dependent public account	ant subject to regular inspe	ction by the Public Company Accounting Oversight Board in	•	0		
(5)	The independent public account	tant is engaged to:						
	<ul> <li>A.  audit a pooled investment</li> <li>B. □ perform a surprise examination</li> <li>C. □ prepare an internal control</li> </ul>	ination of <i>clients</i> ' assets						
(6)	Since your last annual updating vehicle or that examined inter	_		independent public accountant that audited the pooled invest	tmer	ıt		
	• Yes							
	O No							
	C Report Not Yet Received							
	f you check "Report Not Yet Reco available.	eived", you must promptly	y file an amendment to your	Form ADV to update your response when the accountant's repo	ort is			
(1)	Name of the <i>independent publi</i> PRICEWATERHOUSECOOPERS							
(2)	The location of the <i>independer</i> Number and Street 1:	nt public accountant's offic	ce responsible for the servi Number and Street 2					
	300 MADISON AVENUE City:	State:	Country:	ZIP+4/Postal Code:				
	NEW YORK	New York	United States	10017				
(3)	Is the independent public account	untant registered with the	e Public Company Accounti	ng Oversight Board?	Yes •	No O		
	If "yes," Public Company Accor 238	unting Oversight Board-A	Assigned Number:					
(4)	If "yes" to (3) above, is the <i>inc</i> accordance with its rules?	dependent public accounta	ant subject to regular inspe	ction by the Public Company Accounting Oversight Board in	•	0		
(5)	The independent public account	tant is engaged to:						
	<ul> <li>A.  audit a pooled investmer</li> <li>B.  perform a surprise exami</li> <li>C.  prepare an internal contract</li> </ul>	ination of <i>clients</i> ' assets						
(6)	Since your last annual updating vehicle or that examined inter-	~		independent public accountant that audited the pooled invest	tmen	ıt		
	• Yes							
	C No							
		eived", you must promptly	y file an amendment to your	Form ADV to update your response when the accountant's repo	ort is			
	f you check "Report Not Yet Reco available.	eivea , you must promptly	y ille an amendment to your	FORM ADV TO Update your response when the accountant's repo	ort 	IS		

In this Item, we ask you to identify every person that, directly or indirectly, controls you. If you are filing an umbrella registration, the information in Item 10

Item 10 Control Persons

should be provided for the *filing adviser* only.

and	you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your indirect owners. If this is an amendment and you are updating information either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.	nation you reporte	ed
		Yes	
Α.	Does any person not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, control your management or policies?	0	•
	If yes, complete Section 10.A. of Schedule D.		
B.	If any <i>person</i> named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(Exchange Act of 1934, please complete Section 10.B. of Schedule D.	d) of the Securitie	€S
SEC	TION 10.A. Control Persons		
	No Information Filed		
SEC	TION 10.B. <i>Control Person</i> Public Reporting Companies		
В.	If any <i>person</i> named in Schedules A, B, or C, or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15 Exchange Act of 1934, please provide the following information (you must complete a separate Schedule D Section 10.B. for each p company):		ies
	(1) Full legal name of the public reporting company:  ALLIANCEBE L.P.	RNSTEIN HOLDING	G
	(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting 825313 company):		
В.	If any <i>person</i> named in Schedules A, B, or C, or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15		ies
	Exchange Act of 1934, please provide the following information (you must complete a separate Schedule D Section 10.B. for each p company):	ublic reporting	
	(1) Full legal name of the public reporting company: EQUITA INC.	ABLE HOLDINGS,	
	(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):	)	
ten	n 11 Disclosure Information		
	his Item, we ask for information about your disciplinary history and the disciplinary history of all your <i>advisory affiliates</i> . We use this in	formation to	
dete inve one	ermine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on you estment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" are of the questions below. In accordance with General Instruction 5 to Form ADV, "you" and "your" include the filing adviser and all rely brella registration.	r activities as an answers to more t	
of y	or advisory affiliates are: (1) all of your current employees (other than employees performing only clerical, administrative, support or similar officers, partners, or directors (or any person performing similar functions); and (3) all persons directly or indirectly controlling you ou are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your advisory a	or controlled by yo	
follo disc calc	ou are registered or registering with the SEC or if you are an exempt reporting adviser, you may limit your disclosure of any event listed in owing the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore to ten years following the date of an event only in responding to Items 11.A.(1), 11.A.(2), 11.B.(1), 11.B.(2), 11.D.(4), and 11.H.(1) culating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appears, judgments, or decrees lapsed.	ore, limit your (a). For purposes (	of
You	must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.		
		Yes	No
	any of the events below involve you or any of your supervised persons?	•	0
	"yes" answers to the following questions, complete a Criminal Action DRP:  In the past ten years, have you or any <i>advisory affiliate</i> :	Yes	No
Α.	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ?	162	(O)
	(2) been <i>charged</i> with any <i>felony</i> ?	0	•
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to It	em 11.A.(2) to	

charges that are currently pending.

B.	In the past ten years, have you or any advisory affiliate:		
	(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?	0	•
	(2) been charged with a misdemeanor listed in Item 11.B.(1)?	$\circ$	$\odot$
	If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) charges that are currently pending.	to	
For	"yes" answers to the following questions, complete a Regulatory Action DRP:		
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:	Yes	No
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	•
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	•	0
	(3) found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	Ö	⊙
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	•	0
	(5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or any advisory affiliate to cease and desist from any activity?	•	0
D.	Has any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:		
	(1) ever found you or any advisory affiliate to have made a false statement or omission, or been dishonest, unfair, or unethical?	0	•
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	•	0
	(3) ever <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?	•	0
	(5) ever denied, suspended, or revoked your or any advisory affiliate's registration or license, or otherwise prevented you or any advisory affiliate, by order, from associating with an investment-related business or restricted your or any advisory affiliate's activity?	0	•
E.	Has any self-regulatory organization or commodities exchange ever:		
	(1) found you or any advisory affiliate to have made a false statement or omission?	$\circ$	$\odot$
	(2) found you or any advisory affiliate to have been involved in a violation of its rules (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?	•	0
	(3) found you or any advisory affiliate to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	0	•
	(4) disciplined you or any advisory affiliate by expelling or suspending you or the advisory affiliate from membership, barring or suspending you or the advisory affiliate from association with other members, or otherwise restricting your or the advisory affiliate's activities?	0	•
F.	Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any advisory affiliate ever been revoked or suspended?	0	•
G.	Are you or any <i>advisory affiliate</i> now the subject of any regulatory <i>proceeding</i> that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?	0	•
For	"yes" answers to the following questions, complete a Civil Judicial Action DRP:		
Н.	(1) Has any domestic or foreign court:	Yes	No
	(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	0	•
	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	0	•
	(c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?	Ö	·
	(2) Are you or any advisory affiliate now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)?	0	⊙
lter	n 12 Small Businesses		

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

• Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with

- subsidiaries included, if that amount is larger).

   Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is presumed to control the other person.

  Yes No

  A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?

  O O

  If "yes," you do not need to answer Items 12.B. and 12.C.
- B. Do you:
  - (1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?

 $\circ$ 

 $\circ$ 

 $\circ$ 

 $\circ$ 

- (2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?
- C. Are you:
  - (1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?
  - (2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?

#### Schedule A

# **Direct Owners and Executive Officers**

- 1. Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- 2. Direct Owners and Executive Officers. List below the names of:
  - (a) each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions:
  - (b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);

    Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
  - (c) if you are organized as a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
  - (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
  - (e) if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- 3. Do you have any indirect owners to be reported on Schedule B?  $_{f O}$  Yes  $_{f O}$  No
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- 5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: NA less than 5% B 10% but less than 25% D 50% but less than 75%

A - 5% but less than 10%  $\,$  C - 25% but less than 50%  $\,$  E - 75% or more

7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.

Date Title or Status Ownership Control PR CRD No. If None: S.S. No. and Date

- (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act. (c) Complete each column.
- FULL LEGAL NAME (Individuals: Last DE/FE/I Title or Status

Name, First Name, Middle Name)			Acquired MM/YYYY	Code	Person		of Birth, IRS Tax No. or Employer ID No.
ALLIANCEBERNSTEIN CORPORATION	DE	GENERAL PARTNER	10/1999	NA	Υ	N	107445
ALLIANCEBERNSTEIN HOLDING L.P.	DE	LIMITED PARTNER	10/1999	С	Υ	Υ	106998
MANLEY, MARK, RANDALL	I	GENERAL COUNSEL & CORPORATE SECRETARY	05/1984	NA	Υ	N	1294370
PEARSON, MARK, NMN	I	DIRECTOR OF AB	01/2011	NA	Υ	N	5904212
ALPHA UNITS HOLDING II, INC.	DE	LIMITED PARTNER	01/2016	В	Υ	N	
BERNSTEIN, SETH, PERRY	I	CHIEF EXECUTIVE OFFICER	05/2017	NA	Υ	N	2025891
KAYE, DANIEL, GEORGE	I	DIRECTOR OF ABC	04/2017	NA	Υ	N	6792253
NARAYANDAS, DAS, NMN	1	DIRECTOR OF ABC	11/2017	NA	Υ	N	6892172
EQUITABLE HOLDINGS, INC.	DE	LIMITED PARTNER	05/2018	В	Υ	Υ	

ALPHA UNITS HOLDINGS, INC.	DE	LIMITED PARTNER	05/2018	С	Υ	N	
STONEHILL, CHARLES, GERALD	I	DIRECTOR OF ABC	04/2019	NA	Υ	N	1772667
THOROTON							
HURD, JEFFREY, (NMN)	I	DIRECTOR OF ABC	04/2019	NA	Υ	N	4924658
LANE, NICK, BURRITT	I	DIRECTOR OF ABC	04/2019	NA	Υ	N	4994948
Walthall, Todd	I	DIRECTOR OF ABC	09/2021	NA	Υ	N	7452077
Lamm-Tennant, Joan	I	CHAIRMAN AND DIRECTOR OF ABC	10/2021	NA	Y	N	7465391
DIGANGI, KYLE, CHRISTOPHER	I	GLOBAL CHIEF COMPLIANCE OFFICER	03/2020	NA	Y	N	5561729
SPRULES, KARL, K	I	CHIEF OPERATING OFFICER	06/2023	NA	Y	N	4024465
MARKS, JACQUELINE	I	CHIEF FINANCIAL OFFICER	03/2024	NA	Y	N	4291949

#### Schedule B

#### **Indirect Owners**

- 1. Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- 6. Ownership codes are: C 25% but less than 50% E 75% or more
  - D 50% but less than 75%  $\,$  F Other (general partner, trustee, or elected manager)
- 7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
  - (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
  - (c) Complete each column.

FULL LEGAL NAME (Individuals:	DE/FE/I	Entity in Which	Status	Date Status	Ownership	Control	PR	CRD No. If None: S.S. No. and	
Last Name, First Name, Middle		Interest is Owned		Acquired	Code	Person		Date of Birth, IRS Tax No. or	
Name)				MM/YYYY				Employer ID No.	
ALLIANCEBERNSTEIN CORPORATION	DE	ALLIANCEBERNSTEIN	0.1% GENERAL	04/1988	F	Υ	N		
		HOLDING L.P.	PARTNER						
			INTEREST						
EQUITABLE HOLDINGS, INC.	DE	ALPHA UNITS	100%	02/2020	E	Υ	Υ		
		HOLDING II, INC.	SHAREHOLDER						
ALPHA UNITS HOLDINGS, INC.	DE	ALLIANCEBERNSTEIN	100%	12/2018	E	Υ	N		
		CORPORATION	SHAREHOLDER						
EQUITABLE HOLDINGS, INC.	DE	ALPHA UNITS	100%	06/2020	Е	Υ	Υ		
		HOLDINGS, INC.	SHAREHOLDER						

# Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

PART 1A, ITEM 1 - WEBSITE ADDRESSES - URL INFORMATION MAY BE IMPACTED BY LOWER CASE LETTERS THAT HAVE BEEN AUTOMATICALLY CONVERTED TO UPPER CASE LETTER (e.g., Youtube URLs). PART 1A, ITEM 5.A - EMPLOYEES - ALL EMPLOYEE INFORMATION AND FIGURES INCLUDE ALLIANCEBERNSTEIN'S ADVISORY AFFILIATES, SUCH AS SANFORD C. BERNSTEIN & CO., LLC, W.P. STEWART ASSET MANAGEMENT LTD., AB PRIVATE CREDIT INVESTORS, LLC, AB CUSTOM ALTERNATIVE SOLUTIONS, LLC, AND AB BROADLY SYNDICATED LOAN MANAGER LLC. ALL EMPLOYEES ARE EMPLOYED BY ALLIANCEBERNSTEIN L.P. PART 1A, ITEM 5.D CLIENTS - CLIENTS WHICH FALL INTO THE CATEGORY OF "INDIVIDUAL" MAKE UP A LARGE PROPORTION OF REGISTRANT'S TOTAL NUMBER OF CLIENTS, BUT ACCOUNT FOR APPROXIMATELY 7.7% OF REGISTRANT'S TOTAL AUM AS OF 12/31/2023. INSTITUTIONAL CLIENTS (FOR EXAMPLE: PUBLIC AND PRIVATE PENSION PLANS, FOUNDATIONS ETC.) AND RETAIL MUTUAL FUNDS COMPRISE APPROXIMATELY 65% AND 27%, RESPECTIVELY, OF REGISTRANT'S TOTAL AUM AS OF THAT SAME DATE. PART 1A, ITEMS 5.D & 5.F(2) - ASSETS UNDER MANAGEMENT - THE AUM IDENTIFIED IN ITEMS 5.D & 5.F(2) INCLUDES

ASSETS OF ADVISORY AFFILIATES THAT ARE DIRECTLY OR INDIRECTLY CONTROLLED BY REGISTRANT INCLUDING THOSE ADVISORY AFFILIATES, SUCH AS SANFORD C. BERNSTEIN & CO., LLC, W.P. STEWART ASSET MANAGEMENT LTD., AB CUSTOM ALTERNATIVE SOLUTIONS, LLC, AB PRIVATE CREDIT INVESTORS LLC, AND AB BROADLY SYNDICATED LOAN MANAGER LLC THAT HAVE DELEGATED INVESTMENT MANAGEMENT RESPONSIBILITY TO REGISTRANT. PART 1A, ITEM 7.B LIMITED PARTNERSHIP PARTICIPATION OR OTHER PRIVATE FUND PARTICIPATION- ALL CURRENT VALUES OF THE TOTAL ASSETS OF THE LIMITED PARTNERSHIPS, LIMITED LIABILITY COMPANIES, OR OTHER PRIVATE FUNDS ARE AS OF 12/31/2023. PART 1A, ITEM 10 - CONTROL PERSONS - AS OF DECEMBER 31, 2023, THE OWNERSHIP STRUCTURE OF ALLIANCEBERNSTEIN, EXPRESSED AS A PERCENTAGE OF GENERAL AND LIMITED PARTNERSHIP INTERESTS, WAS AS FOLLOWS: ALLIANCEBERNSTEIN CORPORATION (AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF EQUITABLE HOLDINGS, INC., "GENERAL PARTNER") IS THE GENERAL PARTNER OF BOTH ALLIANCEBERNSTEIN HOLDING L.P. ("HOLDING") AND ALLIANCEBERNSTEIN L.P. ALLIANCEBERNSTEIN CORPORATION OWNS 100,000 GENERAL PARTNERSHIP UNITS IN HOLDING AND A 1% GENERAL PARTNERSHIP INTEREST IN ALLIANCEBERNSTEIN L.P. INCLUDING BOTH THE GENERAL PARTNERSHIP AND LIMITED PARTNERSHIP INTERESTS IN HOLDING AND ALLIANCEBERNSTEIN L.P., EQUITABLE HOLDINGS, INC. ("EQH") AND ITS SUBSIDIARIES HAD A CONTROLLING INTEREST IN ALLIANCEBERNSTEIN AS OF DECEMBER 31, 2023. FOR MORE DETAILED INFORMATION REGARDING REGISTRANT'S OWNERSHIP STRUCTURE, PLEASE REFER TO REGISTRANT'S FORM 10-K, AVAILABLE AT WWW.ALLIANCEBERNSTEIN.COM OR WWW.SEC.GOV. SCHEDULE A - DIRECT OWNERS: ALLIANCEBERNSTEIN HOLDING L.P. UNITS ARE TRADED UNDER THE TICKER SYMBOL "AB" ON THE NEW YORK STOCK EXCHANGE. MORE THAN 96% OF THE OUTSTANDING UNITS ARE PUBLICLY OWNED. SCHEDULE A - JEFFREY HURD AND DAS NARAYANDAS HAVE NO MIDDLE NAMES (NMN). SECTION 5.K.(2) - WE HAVE EXCLUDED THE SUB-ADVISORY ACCOUNTS THAT WE SUB-ADVISE ON BEHALF OF REGISTERED 40 ACT FUNDS IN THIS SECTION.

Schedule R				
		No Information	Filed	
DRP Pages				
CRIMINAL DISCLOSU	JRE REPORTING PAGE (ADV)			
No Information Filed				
REGULATORY ACTIO	N DISCLOSURE REPORTING	PAGE (ADV)		
		GENERAL INSTRU	CTIONS	
This Disclosure Repor	ting Page (DRP ADV) is an $_{ m C}$ I	NITIAL OR 💿 AMENDED respon	se used to report details for aff	firmative responses to Items 11.C., 11.D.
11.E., 11.F. or 11.G. o	of Form ADV.			
		Regulatory Ac	tion	
Check item(s) being r	responded to:	Regulatory Ac	tion	
□ 11.C(1)	□ 11.C(2)	□ 11.C(3)	□ 11.C(4)	□ 11.C(5)
□ 11.D(1)	<b>☑</b> 11.D(2)	□ 11.D(3)	<b>☑</b> 11.D(4)	□ 11.D(5)
□ 11.E(1)	□ 11.E(2)	□ 11.E(3)	□ 11.E(4)	
□ 11.F.	□ 11.G.			
Use a separate DRP f	or each event or <i>proceeding</i> . T	he same event or <i>proceeding</i> ma	ay be reported for more than or	ne <i>person</i> or entity using one DRP. File
with a completed Exe		, ,		,
0			1	- DDD to group details galated to the
		enswer to Items 11.C., 11.D., 1 re than one regulator, provide c	•	e DRP to report details related to the arate DRP.
PART I				
A. The person(s) or	entity(ies) for whom this DRP	is being filed is (are):		
O You (the advi	isory firm)			
C You and one	or more of your advisory affilia	tes		
	of your advisory affiliates			
~	auvisory arrillates			
		give the full name of the <i>advisc</i> ide that number. If not, indicate		s, Last name, First name, Middle name). the appropriate box.
ADV DRP - ADVI	ISORY AFFILIATE			
CRD 10	)4845	This <i>advisory affiliate</i> is <b>©</b> a Firm	O an Individual	
Number:	l	mis <i>advisory attiliate</i> is 🤏 a Firm	∼ an individual	
Registered: 👩	Yes C No			
Name: AX	KA EQUITABLE LIFE			

	INSURANCE COMPANY (For individuals, Last, First, Middle)
	This DRP should be removed from the ADV record because the <i>advisory affiliate(s)</i> is no longer associated with the adviser.  This DRP should be removed from the ADV record because: (1) the event or <i>proceeding</i> occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an <i>exempt reporting adviser</i> with the SEC and the event was resolved in the adviser's or <i>advisory affiliate's</i> favor.
	If you are registered or registering with a <i>state securities authority</i> , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.
	This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:
3.	If the <i>advisory affiliate</i> is registered through the IARD system or <i>CRD</i> system, has the <i>advisory affiliate</i> submitted a DRP (with Form ADV, BD or U-4) to the IARD or <i>CRD</i> for the event? If the answer is "Yes," no other information on this DRP must be provided.
	• Yes • No
	NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.
4RT	T II
۱.	Regulatory Action initiated by:  OSEC Other Federal OState OSRO Foreign  (Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)
	(Lati Harrie of regulator, foreign mandarregulatory dathority, rederal, state, of sixe)
2.	Principal Sanction:
	Other Sanctions:
3.	Date Initiated (MM/DD/YYYY):
	C Exact C Explanation  If not exact, provide explanation:
1.	Docket/Case Number:
5.	Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
Ö.	Principal Product Type:
	Other Product Types:
7.	Describe the allegations related to this regulatory action (your response must fit within the space provided):
3.	Current Status? C Pending C On Appeal C Final
€.	If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:
f Fi	inal or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.
10.	How was matter resolved:
11.	Resolution Date (MM/DD/YYYY):
	C Exact C Explanation
	If not exact, provide explanation:
12.	Resolution Detail:
	A. Were any of the following Sanctions Ordered (check all appropriate items)?
	☐ Monetary/Fine Amount: \$
	Revocation/Expulsion/Denial Disgorgement/Restitution
	☐ Censure ☐ Cease and Desist/Injunction

	Bar		ſ	Suspension	
	B. Other S	sanctions <i>Ordered:</i>			
	Sanctio Financia requalif disgorg	n detail: if suspended, <i>enjoined</i> of al Operations Principal, etc.). If re by/retrain, type of exam required a	qualification by exam/retraining vand whether condition has been	was a condition of the sanction, satisfied. If disposition resulted	
13.		ef summary of details related to to the in the space provided).	the action status and (or) dispos	ition and include relevant terms	s, conditions and dates (your response
			GENERAL INSTRUC	CTIONS	
This	Disclosure Re	porting Page (DRP ADV) is an O	INITIAL OR	se used to report details for aff	irmative responses to Items 11.C., 11.D.
11.E.	., 11.F. or 11.0	G. of Form ADV.			
			Regulatory Ac	tion	
Chec	ck item(s) bei	ng responded to:	Regulatory Ac	tion	
	1.C(1)	□ 11.C(2)	□ 11.C(3)	□ 11.C(4)	□ 11.C(5)
<b>□</b> 1	1.D(1)	<b>☑</b> 11.D(2)	□ 11.D(3)	□ 11.D(4)	□ 11.D(5)
<b>□</b> 1	1.E(1)	<b>☑</b> 11.E(2)	□ 11.E(3)	□ 11.E(4)	
□ 1	1.F.	<b>□</b> 11.G.			
PART A.	The person(s  O You (the a	or entity(ies) for whom this DRP advisory firm) one or more of your advisory affiliation or advisory affiliates			
		being filed for an <i>advisory affiliate</i> ry <i>affiliate</i> has a <i>CRD</i> number, prov	_		, Last name, First name, Middle name). he appropriate box.
	ADV DRP - A	DVISORY AFFILIATE			
	CRD Number: Registered: Name:	O Yes O No SANFORD C. BERNSTEIN & CO., LLC (For individuals, Last, First, Middle)	This <i>advisory affiliate</i> is <b>©</b> a Firm	C an Individual	
	This DRP registered adviser's  If you are reful. D(4), and event listed  This DRP circumsta	d or applying for registration with or advisory affiliate's favor.  egistered or registering with a stad only if that event occurred more in Item 11 that occurred more the should be removed from the ADV inces:	record because: (1) the event of the SEC or reporting as an exert extended at the securities authority, you may than ten years ago. If you are rean ten years ago.	r proceeding occurred more than mpt reporting adviser with the SE remove a DRP for an event you egistered or registering with the ror, such as due to a clerical or	ten years ago or (2) the adviser is EC and the event was resolved in the reported only in response to Item e SEC, you may remove a DRP for any data-entry mistake. Explain the
B.		CRD for the event? If the answer		•	d a DRP (with Form ADV, BD or U-4) to

PAR		
1.	Regulatory Action initiated by:	
	OSEC Other Federal OState OSRO OForeign	
	(Full name of regulator, foreign financial regulatory authority, federal, state, or S	RO)
2	Principal Sanction:	
2.	Principal Sanction:	
	Other Sanctions:	
3.	Date Initiated (MM/DD/YYYY):	
	C Exact C Explanation	
	If not exact, provide explanation:	
4.	Docket/Case Number:	
5.	Advisory Affiliate Employing Firm when activity occurred which led to the regular	ory action (if applicable):
6.	Principal Product Type:	
	Other Product Types:	
	Other Froduct Types.	
7.	Describe the allegations related to this regulatory action (your response must	fit within the snace provided):
,.	Describe the unegations related to this regulatory detion (your response must	int within the space provided).
8.	Current Status? O Pending O On Appeal O Final	
9.	If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court)	and Date Appeal Filed:
If F	Final or On Appeal, complete all items below. For Pending Actions, complete Item	13 only.
10.	How was matter resolved:	
11.	Resolution Date (MM/DD/YYYY):	
	C Exact C Explanation	
	If not exact, provide explanation:	
12.	Resolution Detail:	
	A. Were any of the following Sanctions <i>Ordered</i> (check all appropriate items)	2
		•
	<ul><li>☐ Monetary/Fine Amount: \$</li><li>☐ Revocation/Expulsion/Denial</li></ul>	☐ Disgorgement/Restitution
	·	
		Cease and Desist/Injunction Suspension
		Suspension
	B. Other Sanctions <i>Ordered:</i>	
	Sanction detail: if suspended, enjoined or barred, provide duration includ	ng start date and capacities affected (General Securities Principal,
	Financial Operations Principal, etc.). If requalification by exam/retraining v	vas a condition of the sanction, provide length of time given to
	requalify/retrain, type of exam required and whether condition has been	
	disgorgement or monetary compensation, provide total amount, portion of penalty was waived:	evieu against you or an <i>advisory affiliate</i> , date paid and if any portion
	or portary was warved.	
12	Provide a brief summary of details related to the action status and (or) disposi	tion and include relevant terms, conditions and dates (your response
13.	must fit within the space provided).	tion and include relevant terms, conditions and dates (your response
	GENERAL INSTRUC	
This	s Disclosure Reporting Page (DRP ADV) is an 👩 INITIAL 👝 👩 AMENDED respon	se used to report details for affirmative responses to Items 11.C., 11.D.

 ${\tt NOTE:}\ \ {\tt The\ completion\ of\ this\ form\ does\ not\ relieve\ the\ \it advisory\ \it affiliate\ of\ its\ obligation\ to\ update\ its\ {\tt IARD\ or\ \it CRD\ records.}$ 

Regulatory Action

11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:

1	1.C(1)	<b>□</b> 11.C(2)	<b>□</b> 11.C(3)	■ 11.C(4)	<b>□</b> 11.C(5)
<b>1</b>	1.D(1)	□ 11.D(2)	□ 11.D(3)	□ 11.D(4)	□ 11.D(5)
	1.E(1)	<b>☑</b> 11.E(2)	□ 11.E(3)	□ 11.E(4)	. ,
		• •	L 11.L(3)	L 11.L(4)	
1	1.F.	□ 11.G.			
	•	RP for each event or <i>proceeding</i> . Th Execution Page.	ne same event or <i>proceeding</i> ma	ay be reported for more than on	e <i>person</i> or entity using one DRP. File
	-	sult in more than one affirmative a event gives rise to actions by more		_	e DRP to report details related to the rate DRP.
PART	ГΙ				
A.	•	) or entity(ies) for whom this DRP is advisory firm)	s being filed is (are):		
		one or more of your advisory affiliate	es		
	One or mo	ore of your <i>advisory affiliates</i>			
		being filed for an <i>advisory affiliate</i> , y <i>affiliate</i> has a <i>CRD</i> number, provid	_		, Last name, First name, Middle name). he appropriate box.
	ADV DRP - A	DVISORY AFFILIATE			
	CRD Number:	14549 TI	his <i>advisory affiliate</i> is 🌀 a Firm	o O an Individual	
	Registered:	• Yes • No			
	Name:	ALLIANCEBERNSTEIN			
	Name.	INVESTMENTS, INC.			
		(For individuals, Last, First,			
		Middle)			
	This DRP registered adviser's  If you are re 11.D(4), and	d or applying for registration with to advisory affiliate's favor.  I gistered or registering with a state only if that event occurred more to	ecord because: (1) the event of the SEC or reporting as an execution execution as an execution and the securities authority, you may than ten years ago. If you are not the securities authority is a securities authority.	or <i>proceeding</i> occurred more than mpt reporting adviser with the SE remove a DRP for an event you	ten years ago or (2) the adviser is C and the event was resolved in the
		in Item 11 that occurred more than should be removed from the ADV re		eror ough as due to a plorical or	data entry mistaka. Evolain the
	circumsta		ecord because it was illed in er	ror, such as due to a cierical or	aata-entry mistake. Explain the
B.		y affiliate is registered through the CRD for the event? If the answer is		-	d a DRP (with Form ADV, BD or U-4) to
	• Yes •	No			
	NOTE: The co	ompletion of this form does not reli	eve the <i>advisory affiliate</i> of its c	obligation to update its IARD or (	CRD records.
PART	ГП				
1.		ction initiated by:			
		ther Federal State SRO	5 Foreign		
		regulator, foreign financial regulato		SRO)	
2.	Principal San	ction:			
	Other Sanction	ons:			
3.		(MM/DD/YYYY):			
		Explanation			
	If not exact,	provide explanation:			
4.	Docket/Case	Number:			
ᅻ.					
5.	Advisory Affili	ate Employing Firm when activity o	ccurred which led to the regula	itory action (if applicable):	

6.	Principal Product Type:					
	Other Product Types:					
7.	. Describe the allegations related to this regulatory action (your response must fit within the space provided):					
8.	Current Status? C Pending C On Ap	ppeal C Final				
9.	If on appeal, regulatory action appealed to (	SEC, <i>SRO</i> , Federal or State Co	urt) and Date Appeal Filed:			
If Fi	inal or On Appeal, complete all items below. F	or Pending Actions, complete I	tem 13 only.			
10.	How was matter resolved:					
11.	Resolution Date (MM/DD/YYYY):					
	C Exact C Explanation					
	If not exact, provide explanation:					
12.	Resolution Detail:					
	A. Were any of the following Sanctions Or	dered (check all appropriate ite	ms)?			
	☐ Monetary/Fine Amount: \$		_			
	☐ Revocation/Expulsion/Denial ☐ Censure		☐ Disgorgement/Restitution			
	☐ Bar		☐ Cease and Desist/Injunction☐ Suspension			
	B. Other Sanctions <i>Ordered:</i>		a edoponsion			
13.	disgorgement or monetary compensation of penalty was waived:  Provide a brief summary of details related to must fit within the space provided).					
		CENEDAL INC.	PRIOTIONS			
This	Disclosure Reporting Page (DRP ADV) is an C	GENERAL INST INITIAL OR G AMENDED res		Firmative responses to Items 11.C., 11.D.,		
	., 11.F. or 11.G. of Form ADV.	UR -				
		Regulatory	Action			
	ck item(s) being responded to:	<b>□</b> 11.C(3)	□ 11.C(4)	■ 11.C(5)		
	1.C(1) ☐ 11.C(2) 1.D(1) ☐ 11.D(2)	□ 11.C(3) □ 11.D(3)	<b>□</b> 11.C(4) <b>□</b> 11.D(4)	□ 11.C(5) □ 11.D(5)		
	1.E(1)	□ 11.E(3)	□ 11.E(4)	E 11.D(3)		
<b>1</b>						
with One	a separate DRP for each event or <i>proceeding</i> a completed Execution Page.  event may result in more than one affirmative event. If an event gives rise to actions by many results are to actions by many results.	e answer to Items 11.C., 11.D.	, 11.E., 11.F. or 11.G. Use only on	e DRP to report details related to the		
PART						
Α.	The <i>person(s)</i> or entity(ies) for whom this DR  • You (the advisory firm)	P is being filed is (are):				
	O You and one or more of your advisory affi	liates				
	One or more of your advisory affiliates					

	ADV DRP - ADVISORY AFFILIATE
	No Information Filed
	This DRP should be removed from the ADV record because the <i>advisory affiliate(s)</i> is no longer associated with the adviser.  This DRP should be removed from the ADV record because: (1) the event or <i>proceeding</i> occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an <i>exempt reporting adviser</i> with the SEC and the event was resolved in the adviser's or <i>advisory affiliate's</i> favor.
	If you are registered or registering with a <i>state securities authority</i> , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.
	This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:
3.	If the <i>advisory affiliate</i> is registered through the IARD system or <i>CRD</i> system, has the <i>advisory affiliate</i> submitted a DRP (with Form ADV, BD or U-4) to the IARD or <i>CRD</i> for the event? If the answer is "Yes," no other information on this DRP must be provided.
	• Yes O No
	NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.
AR	
1.	Regulatory Action initiated by:  O SEC Other Federal O State O SRO Foreign
	(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) NETHERLANDS AUTHORITY FOR THE FINANCIAL MARKETS (AFM)
2.	Principal Sanction: Civil and Administrative Penalt(ies) /Fine(s) Other Sanctions:
3.	Date Initiated (MM/DD/YYYY):
	07/02/2008 Exact Explanation  If not exact, provide explanation:
١.	Docket/Case Number:
ō.	Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): ALLIANCEBERNSTEIN CORPORATION
).	Principal Product Type:
	Other Product Types:
<b>7</b> .	Describe the allegations related to this regulatory action (your response must fit within the space provided):  ON JULY 2, 2008, THE NETHERLANDS AUTHORITY FOR THE FINANCIAL MARKETS (AFM) IMPOSED AN ADMINISTRATIVE FINE OF EUR 120,000 ON ALLIANCEBERNSTEIN CORPORATION THE GENERAL PARTNER OF ALLIANCEBERNSTEIN L.P. THE FINE CONCERNED THE UNTIMELY SUBMISSION OF FIVE BENEFICIAL OWNERSHIP REPORTS UNDER ARTICLE 5:38, SECTION 1, OF THE NETHERLANDS' FINANCIAL SUPERVISION ACT. THE FIRM'S PAYMENT OF THE FINE RESOLVED THE AFM'S INQUIRY.
3.	Current Status? C Pending C On Appeal Final
).	If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:
fF	inal or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.
0.	How was matter resolved: Settled
1.	Resolution Date (MM/DD/YYYY):
•	08/01/2008 C Exact Explanation

APPROXIMATE RE	SOLUTION DATE.			
12. Resolution Detail:				
A. Were any of	the following Sanctions Orde	red (check all appropriate items)?	)	
Monetar	y/Fine Amount: \$ 120,000.00			
Revocat	ion/Expulsion/Denial		Disgorgement/Restitution	
Censure			Cease and Desist/Injunction	1
☐ Bar			Suspension	
B. Other Sanct	ions <i>Ordered:</i>			
Financial Op requalify/ret disgorgemer of penalty w ON JULY 2, 2 ALLIANCEBE FIVE BENEFI	erations Principal, etc.). If required a train, type of exam required a nt or monetary compensation was waived:  2008, THE NETHERLANDS AUTHORS THE RESTRICT THE R	qualification by exam/retraining wind whether condition has been so, provide total amount, portion leterated the provide total amount, portion leterated the provided the prov	as a condition of the sanction atisfied. If disposition resulted evied against you or an advisor (AFM) IMPOSED AN ADMIBERNSTEIN L.P. THE FINE CON	·
13. Provide a brief su	ımmarv of details related to th	ne action status and (or) disposit	ion and include relevant term	s, conditions and dates (your response
	e space provided).	To dotton otaldo and (or) dioposit		o, constitue and dates (Joan Fosponies
ALLIANCEBERNST BENEFICIAL OWN	EIN CORPORATION THE GENE		STEIN L.P. THE FINE CONCERN	RATIVE FINE OF EUR 120,000 ON ED THE UNTIMELY SUBMISSION OF FIVE RVISION ACT. THE FIRM'S PAYMENT OF
This Disclosure Reporti	ng Page (DRP ADV) is an 🙇 I	GENERAL INSTRUCT		firmative responses to Items 11.C., 11.D.,
11.E., 11.F. or 11.G. of		OR OR	o usou to roport dotails for all	
71.2., 71.1. 01 71.0. 01	TOTAL V.			
Check item(s) being re	esponded to:	Regulatory Acti	on	
☐ 11.C(1)	□ 11.C(2)	□ 11.C(3)	□ 11.C(4)	<b>□</b> 11.C(5)
□ 11.D(1)	<b>☑</b> 11.D(2)	□ 11.D(3)	<b>☑</b> 11.D(4)	□ 11.D(5)
□ 11.E(1)	□ 11.E(2)	□ 11.E(3)	□ 11.E(4)	
□ 11.F.	□ 11.G.			
with a completed Exec  One event may result i	ution Page. In more than one affirmative a		E., 11.F. or 11.G. Use only or	ne <i>person</i> or entity using one DRP. File he DRP to report details related to the arate DRP.
PART I	ontitu(ics) for whom this DDD	is boing filled is (are).		
A. The <i>person(s)</i> or e	entity(ies) for whom this DRP ory firm)	is being filed is (are):		
~				
	or more of your advisory affilia	tes		
One or more o	of your advisory affiliates			
	•	give the full name of the <i>advisor</i> ide that number. If not, indicate '		s, Last name, First name, Middle name). the appropriate box.
ADV DRP - ADVIS	SORY AFFILIATE			
		No Information	n Filed	
This DRP shou registered or a	ld be removed from the ADV		proceeding occurred more tha	with the adviser. n ten years ago or (2) the adviser is EC and the event was resolved in the

If not exact, provide explanation:

	If you are registered or registering with a <i>state securities authority</i> , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.
	This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:
B.	If the <i>advisory affiliate</i> is registered through the IARD system or <i>CRD</i> system, has the <i>advisory affiliate</i> submitted a DRP (with Form ADV, BD or U-4) to the IARD or <i>CRD</i> for the event? If the answer is "Yes," no other information on this DRP must be provided.
	O Yes O No
	NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.
PAR	T II
1.	Regulatory Action initiated by:  OSEC Other Federal OState OSRO Foreign
	(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) SOUTH KOREAN FINANCIAL SERVICES COMMISSION (FSC)
2.	Principal Sanction: Civil and Administrative Penalt(ies) /Fine(s) Other Sanctions:
3.	Date Initiated (MM/DD/YYYY):
	06/07/2009 © Exact © Explanation
	If not exact, provide explanation:
4.	Docket/Case Number: N/A
5.	Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6.	Principal Product Type: Equity Listed (Common & Preferred Stock) Other Product Types:
7.	Describe the allegations related to this regulatory action (your response must fit within the space provided): IN A NOTICE OF ADMINISTRATIVE FINE, THE FSC ALLEGED THAT THE REGISTRANT IN 2008 DID NOT TIMELY REPORT ITS CLIENTS' BENEFICIAL OWNERSHIP OF MORE THAN 4% OF SHARES IN TWO BANK HOLDING COMPANIES PURSUANT TO ARTICLES 8 AND 72 OF THE FINANCIAL HOLDING COMPANIES ACT AND ARTICLE 6-2 OF THE PRESIDENTIAL DECREE OF THE FINANCIAL HOLDING COMPANIES ACT.
8.	Current Status? C Pending C On Appeal Final
9.	If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:
If F	inal or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.
10.	How was matter resolved:  Consent
11.	Resolution Date (MM/DD/YYYY):
	07/17/2009 © Exact C Explanation
	If not exact, provide explanation:
12	Resolution Detail:
14.	A. Were any of the following Sanctions <i>Ordered</i> (check all appropriate items)?
	✓ Monetary/Fine Amount: \$ 12,500.00
	Revocation/Expulsion/Denial Disgorgement/Restitution
	Censure Cease and Desist/Injunction
	☐ Bar ☐ Suspension
	B. Other Sanctions <i>Ordered:</i>

Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and if any portion of penalty was waived: REGISTRANT PAID AN ADMINISTRATIVE FINE OF KOREAN WON 16,000,000 (APPROXIMATELY USD \$12,500) TO RESOLVE THE MATTER. 13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). REGISTRANT PAID AN ADMINISTRATIVE FINE OF KOREAN WON 16,000,000 (APPROXIMATELY USD \$12,500) TO RESOLVE THE MATTER. GENERAL INSTRUCTIONS This Disclosure Reporting Page (DRP ADV) is an 💍 INITIAL OR 💿 AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV. Regulatory Action Check item(s) being responded to: □ 11.C(1) □ 11.C(3) □ 11.C(4) 11.C(5) □ 11.C(2) □ 11.D(5) □ 11.D(1) **☑** 11.D(2) □ 11.D(3) **☑** 11.D(4) □ 11.E(1) □ 11.E(2) **1**11.E(3) □ 11.E(4) □ 11.F. □ 11.G. Use a separate DRP for each event or proceeding and the same event or proceeding may be reported for more than one person or entity using one DRP. File with a completed Execution Page. One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details for each action on a separate DRP. PART I A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are): You (the advisory firm) O You and one or more of your advisory affiliates One or more of your advisory affiliates If this DRP is being filed for an advisory affiliate, give the full name of the advisory affiliate below (for individuals, Last name, First name, Middle name). If the advisory affiliate has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box. ADV DRP - ADVISORY AFFILIATE No Information Filed This DRP should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser. This DRP should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the adviser's or advisory affiliate's favor. If you are registered or registering with a state securities authority, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago. This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances: If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided. O Yes O No NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records. PART II 1. Regulatory Action initiated by:  $_{
m C}$  SEC  $_{
m C}$  Other Federal  $_{
m C}$  State  $_{
m C}$   $_{
m SRO}$   $_{
m C}$  Foreign

(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)

	SECURITIES & EXCHANGE BOARD OF INDIA (SEBI)
2.	Principal Sanction: Civil and Administrative Penalt(ies) /Fine(s) Other Sanctions:
3.	Date Initiated (MM/DD/YYYY):
	09/09/2008 © Exact © Explanation  If not exact, provide explanation:
4.	Docket/Case Number: EAD-5/VSS/JR/137165/2008
5.	Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6.	Principal Product Type: Mutual Fund(s) Other Product Types:
7.	Describe the allegations related to this regulatory action (your response must fit within the space provided):  SEBI ALLEGED THAT CHANGES IN THE NAMES OF INDIAN TRADING ACCOUNTS FOR CERTAIN AUSTRALIAN UNIT TRUSTS WERE NOT REPORTED IN A TIMELY MANNER, PURSUANT TO SECTION 13(1)(E) OF SEBI'S FOREIGN INSTITUTIONAL INVESTOR REGULATIONS. THE REGISTRANT IS THE MANAGER OF THE UNIT TRUSTS, BUT IS NOT THEIR CUSTODIAN OR TRUSTEE. THE REGISTRANT AGREED TO RESOLVE THE ALLEGATIONS WITHOUT ADMITTING OR DENYING A VIOLATION, AND A CONSENT ORDER DISPOSING OF THE MATTER WAS ISSUED ON MARCH 20, 2009.
8.	Current Status? C Pending C On Appeal Final
9.	If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:
lf F	Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.
10.	. How was matter resolved: Stipulation and Consent
11.	Resolution Date (MM/DD/YYYY):
	03/20/2009 © Exact C Explanation
	If not exact, provide explanation:
	PURSUANT TO A CONSENT ORDER DATED MARCH 20, 2009, WHICH DISPOSED OF THE MATTER, THE REGISTRANT PAID SEBI A FINE AND ADMINISTRATIVE FEE OF RPS. 1,025,000 (APPROXIMATELY USD \$22,500).
12.	Resolution Detail:
	A. Were any of the following Sanctions Ordered (check all appropriate items)?
	Monetary/Fine Amount: \$ 22,500.00
	Revocation/Expulsion/Denial Disgorgement/Restitution
	☐ Censure ☐ Cease and Desist/Injunction
	☐ Bar ☐ Suspension  B. Other Sanctions <i>Ordered:</i>
	Sanction detail: if suspended, <i>enjoined</i> or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an <i>advisory affiliate</i> , date paid and if any portion of penalty was waived:  PURSUANT TO A CONSENT ORDER DATED MARCH 20, 2009, WHICH DISPOSED OF THE MATTER, THE REGISTRANT PAID SEBI A FINE AND ADMINISTRATIVE FEE OF RPS. 1,025,000 (APPROXIMATELY USD \$22,500).
13.	Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided).
	PURSUANT TO A CONSENT ORDER DATED MARCH 20, 2009, WHICH DISPOSED OF THE MATTER, THE REGISTRANT PAID SEBI A FINE AND ADMINISTRATIVE FEE OF RPS. 1,025,000 (APPROXIMATELY USD \$22,500).

			GENERAL INSTRUC	TIONS	
This	Disclosure Reporting Page	(DRP ADV) is an ${\color{red} {\mathbb C}}$	INITIAL OR • AMENDED response	e used to report details for af	firmative responses to Items 11.C., 11.D.,
11.E	E., 11.F. or 11.G. of Form AE	DV.			
			Regulatory Acti	on	
	ck item(s) being responded		T 44.0(0)	<b>-</b> 11 0(1)	<b>-</b>
	11.C(1)	□ 11.C(2)	□ 11.C(3)	□ 11.C(4)	☐ 11.C(5)
	11.D(1)	□ 11.D(2)	□ 11.D(3)	<b>☑</b> 11.D(4)	□ 11.D(5)
	11.E(1)	□ 11.E(2)	□ 11.E(3)	□ 11.E(4)	
	11.F.	□ 11.G.			
	a separate DRP for each e a completed Execution Pa	· · · · · · · · · · · · · · · · · · ·	The same event or <i>proceeding</i> may	be reported for more than or	ne <i>person</i> or entity using one DRP. File
	•		answer to Items 11.C., 11.D., 11. ore than one regulator, provide de	· ·	e DRP to report details related to the arate DRP.
PAR	ΤΙ				
A.	The person(s) or entity(ie:	s) for whom this DRF	is being filed is (are):		
	You (the advisory firm)	)			
	You and one or more or	of vour			
	C You and one or more of		ates		
	One or more of your a	dvisory affiliates			
	•	•	e, give the full name of the <i>advisor</i> vide that number. If not, indicate '		s, Last name, First name, Middle name). the appropriate box.
	ADV DRP - ADVISORY AFF	FILIATE			
			No Information	n Filed	
	☐ This DRP should be re	moved from the ADV for registration with		proceeding occurred more that	with the adviser. In ten years ago or (2) the adviser is EC and the event was resolved in the
		event occurred more	than ten years ago. If you are re	•	reported only in response to Item e SEC, you may remove a DRP for any
	☐ This DRP should be recircumstances:	moved from the ADV	record because it was filed in erro	or, such as due to a clerical or	data-entry mistake. Explain the
B.	•	•	e IARD system or <i>CRD</i> system, ha is "Yes," no other information on t	•	ed a DRP (with Form ADV, BD or U-4) to
	O Yes O No				
	NOTE: The completion of	this form does not re	elieve the <i>advisory affiliate</i> of its ob	ligation to update its IARD or	CRD records.
PAR	T II				
1.	Regulatory Action initiated SEC Other Federal	•	Foreign		
		oreign financial regula	story authority, federal, state, or SF	RO)	
2.	Principal Sanction: Civil and Administrative P Other Sanctions:	enalt(ies) /Fine(s)			

4. Docket/Case Number: 13-L-23

3. Date Initiated (MM/DD/YYYY):

03/22/2013 © Exact C Explanation If not exact, provide explanation:

6.	Principal Product Type No Product Other Product Types:	:				
7.	ALLIANCEBERNSTEIN,	IN ERROR, INTERNALLY A	APPROVED AN EMPLOYEE TO A	ust fit within the space provided CT AS AN INVESTMENT ADVISE CURITIES TO ACT IN THAT CAP	R REPRESENTATIVE IN ITS DENVER OFFICE	
8.	Current Status?	Pending C On App	eal <b>©</b> Final			
9.	If on appeal, regulator	ry action appealed to (SE	EC, <i>SRO</i> , Federal or State Cou	rt) and Date Appeal Filed:		
If F	inal or On Appeal, comp	plete all items below. For	Pending Actions, complete It	em 13 only.		
10.	How was matter resol Consent	ved:				
11.	Resolution Date (MM/D	DD/YYYY):				
	03/22/2013 • Exact	C Explanation				
	If not exact, provide e	explanation:				
12.	Resolution Detail:					
	A. Were any of the	following Sanctions Orde	red (check all appropriate iter	ms)?		
	•	ne Amount: \$ 20,232.36		_		
	☐ Revocation/E ☐ Censure	Expulsion/Denial		☐ Disgorgement/Restitution☐ Cease and Desist/Injunct		
	☐ Bar			Suspension	IOII	
	B. Other Sanctions <i>Ordered:</i> THE FIRM AGREED TO REVIEW ITS SUPERVISORY SYSTEM FOR LICENSING FINANCIAL ADVISER EMPLOYEES. Sanction detail: if suspended, <i>enjoined</i> or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an <i>advisory affiliate</i> , date paid and if any portion of penalty was waived:  A MONETARY FIND OF \$20232.36 WAS PAID BY THE FIRM WITHIN 10 DAYS OF THE RESOLUTION DATE.					
13.	13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided). IN ACCORD WITH A STIPULATION EXECUTED BY ALLIANCEBERNSTEIN L.P. AND THE COLORADO DIVISION OF SECURITIES, A CONSENT ORDER WITH THE SANCTIONS ABOVE WAS ISSUED ON MARCH 22, 2012. THE CONSENT ORDER DISPOSED OF THE MATTER.					
			GENERAL INST	RUCTIONS		
	Disclosure Reporting Pa		NITIAL <i>OR</i> ⓒ AMENDED resp	onse used to report details for	affirmative responses to Items 11.C., 11.D.	
C1	ale it a ma (-) !- !	adad ta	Regulatory	Action		
	ck item(s) being respor 11.C(1)	□ 11.C(2)	<b>□</b> 11.C(3)	<b>□</b> 11.C(4)	□ 11.C(5)	
	11.D(1)	<b>☑</b> 11.D(2)	□ 11.D(3)	<b>☑</b> 11.D(4)	□ 11.D(5)	
1	11.E(1)	□ 11.E(2)	□ 11.E(3)	□ 11.E(4)		
<b></b> 1	11.F.	☐ 11.G.				
with One	a completed Execution event may result in mo	n Page. ore than one affirmative a	answer to Items 11.C., 11.D.		one <i>person</i> or entity using one DRP. File one DRP to report details related to the	

5. Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):

PART I

A.	The person(s) or entity(ies) for whom this DRP is being filed is (are):
	You (the advisory firm)
	C You and one or more of your advisory affiliates
	One or more of your advisory affiliates
	If this DRP is being filed for an <i>advisory affiliate</i> , give the full name of the <i>advisory affiliate</i> below (for individuals, Last name, First name, Middle name). If the <i>advisory affiliate</i> has a <i>CRD</i> number, provide that number. If not, indicate "non-registered" by checking the appropriate box.
	ADV DRP - ADVISORY AFFILIATE
	No Information Filed
	This DRP should be removed from the ADV record because the <i>advisory affiliate(s)</i> is no longer associated with the adviser.  This DRP should be removed from the ADV record because: (1) the event or <i>proceeding</i> occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an <i>exempt reporting adviser</i> with the SEC and the event was resolved in the adviser's or <i>advisory affiliate's</i> favor.
	If you are registered or registering with a <i>state securities authority</i> , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.
	This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:
B.	If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.
	C Yes C No
	NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.
PAR	T II
1.	Regulatory Action initiated by:  OSEC Other Federal State OSRO OF Foreign
	(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO) STATE OF FLORIDA, OFFICE OF FINANCIAL REGULATION
2.	Principal Sanction: Cease and Desist Other Sanctions: CIVIL AND ADMINISTRATIVE PENALTY(IES)/FINE(S)
3.	Date Initiated (MM/DD/YYYY):
	12/09/2013 © Exact © Explanation  If not exact, provide explanation:
4.	Docket/Case Number: 0294-SR-12/13
5.	Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6.	Principal Product Type: No Product Other Product Types:
7.	Describe the allegations related to this regulatory action (your response must fit within the space provided):  THE STATE OF FLORIDA, OFFICE OF FINANCIAL REGULATION ("FLORIDA") ALLEGED THAT THE REGISTRANT CONDUCTED INVESTMENT ADVISORY ACTIVITIES THROUGH CERTAIN INDIVIDUAL EMPLOYEES FROM OFFICES WITHIN FLORIDA WITHOUT THE BENEFIT OF THEIR LAWFUL ASSOCIATED PERSON REGSITRATION, IN VIOLATION OF SECTION 517.12(4), FLORIDA STATUTES.
8.	Current Status? C Pending C On Appeal Final
9.	If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:
lf F	inal or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10.	How was matter resolved	d:			
	Stipulation and Consent				
11.	Resolution Date (MM/DD/	YYYY):			
	01/21/2014	Explanation			
	If not exact, provide expl	•			
	Ti Tiot exact, provide expi	anation.			
10	D				
12.	Resolution Detail:				
	A. Were any of the foll	owing Sanctions <i>Ord</i>	<i>lered</i> (check all appropriate items)	?	
	✓ Monetary/Fine A	Amount: \$ 51,675.00			
	Revocation/Exp	ulsion/Denial		Disgorgement/Restitution	
	Censure		₽	Cease and Desist/Injunction	1
	■ Bar		E	Suspension	
	B. Other Sanctions Ord	dered:			
	requalify/retrain, typedisgorgement or most of penalty was waive UNDER THE CONSENDISPOSING OF THE Provide a brief summary must fit within the space ON JANUARY 17, 2014, The space of the provide of the penalty of the	oe of exam required onetary compensation red:  IT AGREEMENT, REGIMATTER. THE FINE Word details related to provided).  HE FIRM AND THREE I	STRANT PAID ADMINISTRATIVE FIITAS PAID IN FULL ON JANUARY 24, the action status and (or) disposite EMPLOYEES ENTERED A STIPULATION	atisfied. If disposition resulted evied against you or an <i>advisor</i> NES TOTALING \$51,675.00 ON 2014.  Sion and include relevant terms ON AND CONSENT AGREEMENT	d in a fine, penalty, restitution, ry affiliate, date paid and if any portion  BEHALF OF ITSELF AND THE EMPLOYEES,  s, conditions and dates (your response  T WITH THE FLORIDA OFFICE OF
					HE FIRM, CERTAIN EMPLOYEES HAD NOT
			ATED PERSONS OF AN INVESTMEN N BEHALF OF ITSELF AND THE EMP		NT AGREEMENT, REGISTRANT PAID
	ADMINISTRATIVE FINES I	01/1E1110 \$31,073 Of	V DETINET OF TIBELT AND THE EIVI	LOTELS, DISTOSING OF THE W.	ATTEIX.
			GENERAL INSTRUC	TIONS	
This	Disclosure Reporting Page	(DRP ADV) is an 💍	INITIAL OR • AMENDED respons	se used to report details for aff	firmative responses to Items 11.C., 11.D.
11.E.	, 11.F. or 11.G. of Form Al	DV.			
			D 11 A1		
Chec	k item(s) being responde	d to:	Regulatory Act	IOH	
	L.C(1)	□ 11.C(2)	<b>□</b> 11.C(3)	□ 11.C(4)	□ 11.C(5)
	I.D(1)	□ 11.D(2)	□ 11.D(3)	<b>☑</b> 11.D(4)	□ 11.D(5)
	1.E(1)	□ 11.E(2)	□ 11.E(3)	□ 11.E(4)	L 11.5(3)
<u> </u>	• •	□ 11.G.	L 11.L(3)	L 11.L(4)	
	Ι.Γ.	L II.G.			
with One of	a completed Execution Pa event may result in more event. If an event gives	age. than one affirmative		.E., 11.F. or 11.G. Use only on	ne <i>person</i> or entity using one DRP. File see DRP to report details related to the arate DRP.
PART	I				
A.	The person(s) or entity(ie  O You (the advisory firm		P is being filed is (are):		
	O You and one or more	of your advisory affili	ates		
			ares		
	One or more of your a	advisory affiliates			
	_	•	e, give the full name of the <i>advisor</i> vide that number. If not, indicate		s, Last name, First name, Middle name). the appropriate box.
	ADV DRP - ADVISORY AFI	FILIATE			
	CRD Number:		This advisory affiliate is • a Firm	O an Individual	
	Registered: O Yes ©	l N.o.			
	· · · · · · · · · · · · · · · · · · ·	1317.3			

	Name:	AXA EQUITABLE LIFE INSURANCE COMPANY (For individuals, Last, First, Middle)
	This DRF registere	P should be removed from the ADV record because the advisory affiliate(s) is no longer associated with the adviser. P should be removed from the ADV record because: (1) the event or proceeding occurred more than ten years ago or (2) the adviser is ed or applying for registration with the SEC or reporting as an exempt reporting adviser with the SEC and the event was resolved in the sor advisory affiliate's favor.
	11.D(4), an	registered or registering with a <i>state securities authority</i> , you may remove a DRP for an event you reported only in response to Item and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any in Item 11 that occurred more than ten years ago.
	This DRF circumst	should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the ances:
B.	the IARD or	ory affiliate is registered through the IARD system or <i>CRD</i> system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to <i>CRD</i> for the event? If the answer is "Yes," no other information on this DRP must be provided.
	O Yes @	No
	NOTE: The	completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.
PAR	TII	
1.		Action initiated by: Other Federal <b>©</b> State <b>©</b> <i>SRO</i> <b>©</b> Foreign
	(Full name of	of regulator, foreign financial regulatory authority, federal, state, or SRO)  STATE DEPARTMENT OF FINANCIAL SERVICES
2.	Principal Sal Civil and Ad Other Sanct	ministrative Penalt(ies) /Fine(s)
3.	Date Initiate	ed (MM/DD/YYYY):
		e © Exact © Explanation , provide explanation:
4.	Docket/Case	e Number:
5.	Advisory Affi	iliate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6.	Principal Pro Insurance Other Produ	
7.	THE NEW YOU INSURANCE STATE INSU	e allegations related to this regulatory action (your response must fit within the space provided):  DRK STATE DEPARTMENT OF FINANCIAL SERVICES ALLEGED THAT AXA EQUITABLE LIFE INSURANCE COMPANY VIOLATED NEW YORK  LAW SECTION 4240(E) BY FILING PLANS OF OPERATION WITH RESPECT TO CERTAIN OF ITS SEPARATE ACCCUONTS WITH THE NEW YORK  RANCE DEPARTMENT AND NEW YORK STATE DEPARTMENT OF FINANCIAL SERVICES (COLLECTIVELY, THE "DEPARTMENT") WITHOUT  Y INFORMING AND EXPLAINING TO THE DEPARTMENT THE SIGNIFICANCE OF THE IMPLEMENTATION OF THE AXA TACTICAL MANAGER
8.	Current Sta	tus? C Pending C On Appeal © Final
9.	If on appea	I, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:
If F	inal or On Ap	peal, complete all items below. For Pending Actions, complete Item 13 only.
10.	How was m Consent	atter resolved:
11.	Resolution D	Date (MM/DD/YYYY):
		Exact C Explanation  provide explanation:
	n not exact	, provide explanation.

12.	Reso	olution Detail:			
	A.	Were any of the following Sanctions O	rdered (check all appropriate items	\$)?	
		Monetary/Fine Amount: \$ 20,000,0	000.00		
		Revocation/Expulsion/Denial		☐ Disgorgement/Restitution	
		☐ Censure		☐ Cease and Desist/Injunction	٦
		□ Bar		Suspension	
	B.	Other Sanctions Ordered:			
		CHOICES IN CONNECTION WITH THE A APPROVALS. AXA EQUITABLE LIFE INSUMERCH 17, 2014.  Sanction detail: if suspended, <i>enjoined</i> Financial Operations Principal, etc.). If requalify/retrain, type of exam require disgorgement or monetary compensation of penalty was waived:  AXA EQUITABLE LIFE INSURANCE COMPROVIDE DEPARTMENT-APPROVED CONCHOICES IN CONNECTION WITH THE A APPROVALS. AXA EQUITABLE LIFE INSURANCE	CESSARY APPROVALS WITH REGAMMUNICATIONS TO POLICYHOLDER XA TACTICAL MANAGER STRATEGY JRANCE COMPANY ALSO AGREED TO SEE FOR CERTAIN OF ITS SEPARATE For barred, provide duration including requalification by exam/retraining downward and whether condition has been ion, provide total amount, portion PANY CONSENTED TO THE IMPOSITICESSARY APPROVALS WITH REGAMMUNICATIONS TO POLICYHOLDER XA TACTICAL MANAGER STRATEGY JRANCE COMPANY ALSO AGREED TO THE IMPOSITICATIONS TO POLICYHOLDER AND THE IMPOSITICATION TO POLICYHOLDER AND THE POLICYHOLDER	RD TO NEW YORK INSURANCE LARS WHEN AXA EQUITABLE LIFE IN AND TO COMPLY WITH ANY OTH CO ISSUE A WRITTEN REPORT TO ACCOUNTS ON A QUARTERLY BAS was a condition of the sanction satisfied. If disposition resulted levied against you or an advisor TION OF A CIVIL PENALTY ON MARD TO NEW YORK INSURANCE LARS WHEN AXA EQUITABLE LIFE IN AND TO COMPLY WITH ANY OTHER OR ISSUE A WRITTEN REPORT TO	AW SECTION 4240(E) AND AGREED TO NSURANCE COMPANY IS REVISING FUND HER CONDITIONS PLACED ON SUCH THE DEPARTMENT CONCERNING ASIS FOR A PERIOD OF FIVE YEARS FROM Effected (General Securities Principal, provide length of time given to d in a fine, penalty, restitution, by affiliate, date paid and if any portion ARCH 17, 2014 IN THE SUM OF AW SECTION 4240(E) AND AGREED TO NSURANCE COMPANY IS REVISING FUND HER CONDITIONS PLACED ON SUCH
13.	mus THE	vide a brief summary of details related t st fit within the space provided). MATTER WAS SETTLED ON MARCH 17, 2 ARTMENT CONSENTING TO THE SANCTIO	2014, THE DATE AXA EQUITABLE LI		,
Th:	Disal	January Departing Dags (DDD ADV) is an	GENERAL INSTRU		ifirmative recognizes to Items 11.C. 11.D.
		F. or 11.G. of Form ADV.	OR OR AMENDED TESPO	ise used to report details for an	firmative responses to Items 11.C., 11.D.,
			Regulatory A	ction	
		em(s) being responded to:	_	_	_
	1.C(1		11.C(3)	<b>☑</b> 11.C(4)	<b>☑</b> 11.C(5)
	1.D(1		☐ 11.D(3)	<b>☑</b> 11.D(4)	□ 11.D(5)
	1.E(1		□ 11.E(3)	□ 11.E(4)	
□ 1	1.F.	<b>□</b> 11.G.			
with One	a coi even	parate DRP for each event or <i>proceeding</i> mpleted Execution Page.  It may result in more than one affirmativent. If an event gives rise to actions by	ve answer to Items 11.C., 11.D., 1	1.E., 11.F. or 11.G. Use only or	ne DRP to report details related to the
PART	· I				
	The	person(s) or entity(ies) for whom this D You (the advisory firm)	RP is being filed is (are):		
	o Y	You and one or more of your advisory afi	filiatos		
			mates		
	•	One or more of your advisory affiliates			
		nis DRP is being filed for an <i>advisory affili</i> ne <i>advisory affiliate</i> has a <i>CRD</i> number, pr	_		
	AD\	V DRP - <i>ADVISORY AFFILIATE</i>			
		edistered:	This <i>advisory affiliate</i> is <b>©</b> a Firn	n C an Individual	

	Name:	AXA ADVISORS, LLC (For individuals, Last, First,					
		Middle)					
	This DRP should be removed from the ADV record because the <i>advisory affiliate(s)</i> is no longer associated with the adviser.  This DRP should be removed from the ADV record because: (1) the event or <i>proceeding</i> occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an <i>exempt reporting adviser</i> with the SEC and the event was resolved in the adviser's or <i>advisory affiliate's</i> favor.						
	11.D(4), and	registered or registering with a <i>state securities authority</i> , you may remnd only if that event occurred more than ten years ago. If you are registed in Item 11 that occurred more than ten years ago.					
	This DRP s	P should be removed from the ADV record because it was filed in error, tances:	such as due to a clerical or data-entry mistake. Explain the				
B.	the IARD or C	ory affiliate is registered through the IARD system or CRD system, has to CRD for the event? If the answer is "Yes," no other information on this					
	• Yes •	Ö No					
	NOTE: The co	completion of this form does not relieve the advisory affiliate of its oblig	ation to update its IARD or <i>CRD</i> records.				
PART							
1.	-	Action initiated by:  Other Federal OState OSRO OForeign					
	(Full name of	of regulator, foreign financial regulatory authority, federal, state, or SRO					
2.	Principal Sand	anction:					
	Other Sanction	tions:					
3.	Date Initiated	ed (MM/DD/YYYY):					
		C Explanation t, provide explanation:					
4.	Docket/Case	se Number:					
5.	Advisory Affilia	filiate Employing Firm when activity occurred which led to the regulatory	action (if applicable):				
6.	Principal Proc	oduct Type:					
	Other Produc	uct Types:					
7.	Describe the	ne allegations related to this regulatory action (your response must fit v	within the space provided):				
8.	Current Statu	atus? C Pending C On Appeal C Final					
9.	If on appeal,	al, regulatory action appealed to (SEC, <i>SRO</i> , Federal or State Court) and	d Date Appeal Filed:				
If Fi	nal or On App	opeal, complete all items below. For Pending Actions, complete Item 13	only.				
10.	How was ma	natter resolved:					
11.	Resolution Da	Date (MM/DD/YYYY):					
	O Exact O	Exact C Explanation					
	If not exact,	not exact, provide explanation:					
12.	Resolution De	Detail:					
	A. Were ar	any of the following Sanctions <i>Ordered</i> (check all appropriate items)?					
		onetary/Fine Amount: \$					
			Disgorgement/Restitution				
	Cen	ensure $\square$ (	Cease and Desist/Injunction				

	Bar		ſ	Suspension	
	B. Other S	anctions <i>Ordered:</i>			
Sanction detail: if suspended, enjoined or barred, provide duration including start date and capacities affected (General Securities Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time grequalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restit disgorgement or monetary compensation, provide total amount, portion levied against you or an advisory affiliate, date paid and of penalty was waived:					provide length of time given to in a fine, penalty, restitution,
13.		•	the action status and (or) disposi	ition and include relevant terms	s, conditions and dates (your response
	must fit with	in the space provided).			
			GENERAL INSTRUC	CTIONS	
		porting Page (DRP ADV) is an C G. of Form ADV.	INITIAL OR • AMENDED respon	se used to report details for aff	irmative responses to Items 11.C., 11.D.
			Regulatory Ac	tion	
Chec	k item(s) bei	ng responded to:	Regulatory Ac	tion	
	1.C(1)	□ 11.C(2)	□ 11.C(3)	□ 11.C(4)	□ 11.C(5)
	1.D(1)	✓ 11.D(2)	□ 11.D(3)	<b>☑</b> 11.D(4)	□ 11.D(5)
	. ,		• •	• •	E 11.D(3)
	1.E(1)	□ 11.E(2)	□ 11.E(3)	□ 11.E(4)	
<b>[</b> ] 1	1.F.	<b>□</b> 11.G.			
One same	a completed event may re- e event. If an	Execution Page.  Sult in more than one affirmative	answer to Items 11.C., 11.D., 13 ore than one regulator, provide d	1.E., 11.F. or 11.G. Use only on	e person or entity using one DRP. File  e DRP to report details related to the brate DRP.
	O You (the a	advisory firm)			
	You and o	one or more of your advisory affilio	atas		
			ates		
	⊙ One or m	ore of your <i>advisory affiliates</i>			
		-	e, give the full name of the <i>adviso</i> vide that number. If not, indicate		, Last name, First name, Middle name). he appropriate box.
	ADV DRP - A	DVISORY AFFILIATE			
	CRD Number:	107445	This advisory affiliate is <b>©</b> a Firm	O an Individual	
	Registered:	⊙ Yes ○ No			
	Name:	ALLIANCEBERNSTEIN			
		CORPORATION			
		(For individuals, Last, First,			
		Middle)			
	This DRP registered	should be removed from the ADV		r proceeding occurred more than	vith the adviser. In ten years ago or (2) the adviser is EC and the event was resolved in the
	11.D(4), and		e than ten years ago. If you are r	•	reported only in response to Item e SEC, you may remove a DRP for any
	This DRP circumsta		record because it was filed in er	ror, such as due to a clerical or	data-entry mistake. Explain the
	the IARD or (	CRD for the event? If the answer	e IARD system or <i>CRD</i> system, has "Yes," no other information on	•	d a DRP (with Form ADV, BD or U-4) to
	O Yes O	No			

PAR		
1.	Regulatory Action initiated by:	
	OSEC Other Federal OState OSRO OForeign	
	(Full name of regulator, foreign financial regulatory authority, federal, state, or S	RO)
2	Principal Sanction:	
2.	Principal Sanction:	
	Other Sanctions:	
3.	Date Initiated (MM/DD/YYYY):	
	C Exact C Explanation	
	If not exact, provide explanation:	
4.	Docket/Case Number:	
5.	Advisory Affiliate Employing Firm when activity occurred which led to the regular	ory action (if applicable):
6.	Principal Product Type:	
	Other Product Types:	
	Other Froduct Types.	
7.	Describe the allegations related to this regulatory action (your response must	fit within the snace provided):
,.	Describe the unegations related to this regulatory detion (your response must	int within the space provided).
8.	Current Status? O Pending O On Appeal O Final	
9.	If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court)	and Date Appeal Filed:
If F	Final or On Appeal, complete all items below. For Pending Actions, complete Item	13 only.
10.	How was matter resolved:	
11.	Resolution Date (MM/DD/YYYY):	
	C Exact C Explanation	
	If not exact, provide explanation:	
12.	Resolution Detail:	
	A. Were any of the following Sanctions <i>Ordered</i> (check all appropriate items)	2
		•
	<ul><li>☐ Monetary/Fine Amount: \$</li><li>☐ Revocation/Expulsion/Denial</li></ul>	☐ Disgorgement/Restitution
	·	
		Cease and Desist/Injunction Suspension
		Suspension
	B. Other Sanctions <i>Ordered:</i>	
	Sanction detail: if suspended, enjoined or barred, provide duration includ	ng start date and capacities affected (General Securities Principal,
	Financial Operations Principal, etc.). If requalification by exam/retraining v	vas a condition of the sanction, provide length of time given to
	requalify/retrain, type of exam required and whether condition has been	
	disgorgement or monetary compensation, provide total amount, portion of penalty was waived:	evieu against you or an <i>advisory affiliate</i> , date paid and if any portion
	or portary was warved.	
12	Provide a brief summary of details related to the action status and (or) disposi	tion and include relevant terms, conditions and dates (your response
13.	must fit within the space provided).	tion and include relevant terms, conditions and dates (your response
	GENERAL INSTRUC	
This	s Disclosure Reporting Page (DRP ADV) is an 👩 INITIAL 👝 👩 AMENDED respon	se used to report details for affirmative responses to Items 11.C., 11.D.

 ${\tt NOTE:}\ \ {\tt The\ completion\ of\ this\ form\ does\ not\ relieve\ the\ \it advisory\ \it affiliate\ of\ its\ obligation\ to\ update\ its\ {\tt IARD\ or\ \it CRD\ records.}$ 

Regulatory Action

11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:

$\square$ 1	1.C(1)	□ 11.C(2)	□ 11.C(3)	□ 11.C(4)	□ 11.C(5)				
<b>1</b>	1.D(1)	□ 11.D(2)	□ 11.D(3)	□ 11.D(4)	□ 11.D(5)				
<b>1</b> 1	1.E(1)	<b>☑</b> 11.E(2)	□ 11.E(3)	□ 11.E(4)					
	1.F.	□ 11.G.							
	1.1.	L 11.G.							
	•	RP for each event or <i>proceeding</i> . Th Execution Page.	e same event or <i>proceeding</i> ma	ay be reported for more than on	e <i>person</i> or entity using one DRP. File				
	•	sult in more than one affirmative ar event gives rise to actions by more		•	e DRP to report details related to the rate DRP.				
PAR <sup>-</sup>	ТІ								
Α.		) or entity(ies) for whom this DPP is	s being filed is (are):						
7 (.	The person(s) or entity(ies) for whom this DRP is being filed is (are):  O You (the advisory firm)								
	C You and one or more of your advisory affiliates								
	• One or more of your advisory affiliates								
	If this DRP is being filed for an <i>advisory affiliate</i> , give the full name of the <i>advisory affiliate</i> below (for individuals, Last name, First name, Middle name). If the <i>advisory affiliate</i> has a <i>CRD</i> number, provide that number. If not, indicate "non-registered" by checking the appropriate box.								
	ADV DRP - A	DVISORY AFFILIATE							
	CRD Number:	11869 Tr	nis <i>advisory affiliate</i> is 🧿 a Firm	o O an Individual					
	Registered:	⊙ Yes O No							
	Name:	PLANMEMBER SECURITIES							
		CORPORATION							
		(For individuals, Last, First,							
		Middle)							
	This DRP should be removed from the ADV record because the <i>advisory affiliate(s)</i> is no longer associated with the adviser.  This DRP should be removed from the ADV record because: (1) the event or <i>proceeding</i> occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC or reporting as an <i>exempt reporting adviser</i> with the SEC and the event was resolved in the adviser's or <i>advisory affiliate's</i> favor.								
	If you are registered or registering with a <i>state securities authority</i> , you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.								
	☐ This DRP circumsta	should be removed from the ADV rences:	ecord because it was filed in er	ror, such as due to a clerical or	data-entry mistake. Explain the				
B.	If the <i>advisory affiliate</i> is registered through the IARD system or <i>CRD</i> system, has the <i>advisory affiliate</i> submitted a DRP (with Form ADV, BD or U-4) to the IARD or <i>CRD</i> for the event? If the answer is "Yes," no other information on this DRP must be provided.								
	• Yes •	No							
	NOTE: The co	ompletion of this form does not relie	eve the <i>advisory affiliate</i> of its c	obligation to update its IARD or (	CRD records.				
PAR	ΤΙΙ								
1.	-	ction initiated by: other Federal OState OSRO	Foreign						
	(Full name of	f regulator, <i>foreign financial regulato</i>	ry authority, federal, state, or	SRO)					
2.	Principal San	ction:							
	Other Sancti	ons:							
3.	Date Initiated	(MM/DD/YYYY):							
	C Exact C Explanation								
	If not exact,	provide explanation:							
4.	Docket/Case	Number:							
5.	Advisory Affila	iate Employing Firm when activity o	ccurred which led to the regula	tory action (if applicable):					

			consulting, Foundations/charities, Government/municipal, Other institutional, Private funds or pools, Wrap program, Financial Planning					
314277		INSTITUTIONAL FORM ADV BROCHURE	Pension plans/profit sharing plans, Pension					
Brochu	re ID	Brochure Name	Brochure Type(s)					
Amend,	retire or file new brochures:							
	omplete the ADV Part 2 filing below.	ms ander these fules!	○ <b>⊙</b>					
	e to all of your advisory clients, you do not have to p		Yes No					
	es exempt SEC-registered advisers from delivering a reto all of your advisory clients, you do not have to p		f these exemptions excuse you from delivering a					
Exemp	tion from brochure delivery requirements for SEC-	registered advisers						
Part 2								
No Infor	mation Filed							
CIVIL J	UDICIAL ACTION DISCLOSURE REPORTING PAGE	(ADV)						
	ust fit within the space provided).							
	ovide a brief summary of details related to the action	status and (or) disposition and include r	elevant terms, conditions and dates (your response					
	Sanction detail: if suspended, <i>enjoined</i> or barred, Financial Operations Principal, etc.). If requalification requalify/retrain, type of exam required and wheth	on by exam/retraining was a condition of ner condition has been satisfied. If dispos	the sanction, provide length of time given to					
В	☐ Bar  Other Sanctions <i>Ordered:</i>	☐ Suspension						
	☐ Censure	☐ Cease and Des						
	<ul><li>Monetary/Fine Amount: \$</li><li>Revocation/Expulsion/Denial</li></ul>	☐ Disgorgement/	Restitution					
A	g	ck all appropriate items)?						
12. Re	esolution Detail:							
	not exact, provide explanation:							
	esolution Date (MM/DD/YYYY):  Exact © Explanation							
	ow was matter resolved:	Actions, complete item 13 only.						
	or On Appeal, complete all items below. For Pending							
	on appeal, regulatory action appealed to (SEC, SRO,		Filed:					
8. Cu	ırrent Status? C Pending C On Appeal C	Final						
7. De	7. Describe the allegations related to this regulatory action (your response must fit within the space provided):							
Ot	her Product Types:							
6. Pr	incipal Product Type:							

PRIVATE CLIENT FORM ADV BROCHURE

314278

Individuals, High net worth individuals, Pension

plans/profit sharing plans, Foundations/charities

Part 3			
CRS	Type(s)	Affiliate Info	Retire
) )	Dual Dual	*	

#### **Execution Pages**

#### DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

### Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

#### Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: Date: MM/DD/YYYY PAUL A. EMERSON 03/28/2024

Printed Name: Title:

PAUL A. EMERSON CORPORATE COUNSEL AND DIRECTOR OF COMPLIANCE

Adviser *CRD* Number:

108477

### NON-RESIDENT INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

#### 1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, *order* instituting *proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

# 2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

# 3. Non-Resident Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission,

correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940.
This undertaking shall be binding upon you, your heirs, successors and assigns, and any person subject to your written irrevocable consents or powers of
attorney or any of your general partners and managing agents.
Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the non-resident investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any person having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Date: MM/DD/YYYY Signature:

Title: Printed Name:

Adviser CRD Number:

108477