AllianceBernstein Municipal Income Portfolios

AllianceBernstein Municipal Portfolios

(Shares Offered—Exchange Ticker Symbol)

- National Portfolio
  (Class A–ALTHX; Class B–ALTBX; Class C–ALNCX; Advisor Class–ALTVX)
- High Income Municipal Portfolio
  (Class A–ABTHX; Class C–ABTFX; Advisor Class–ABTYX)
- California Portfolio
  (Class A–ALCAX; Class B–ALCBX; Class C–ACACX; Advisor Class–ALCVX)
- Arizona Portfolio
  (Class A–AAZAX; Class B–AAZBX; Class C–AAZCX)
- Massachusetts Portfolio
  (Class A–AMAAX; Class B–AMABX; Class C–AMACX)
- Michigan Portfolio
  (Class A–AMIAX; Class B–AMIBX; Class C–AMICX)
- Minnesota Portfolio
  (Class A–AMNAX; Class B–AMNBX; Class C–AMNCX)
- New Jersey Portfolio
  (Class A–ANJAX; Class B–ANJBX; Class C–ANJCX)
- New York Portfolio
  (Class A–ALNYX; Class B–ALNBX; Class C–ANYCX; Advisor Class–ALNVX)
- Ohio Portfolio
  (Class A–AOHAX; Class B–AOHBX; Class C–AOHCX)
- Pennsylvania Portfolio
  (Class A–APAAX; Class B–APABX; Class C–APACX)
- Virginia Portfolio
  (Class A–AVAAX; Class B–AVABX; Class C–AVACX)

AllianceBernstein Intermediate Municipal Portfolios

- Intermediate Diversified Municipal Portfolio
  (Class A–AIDAX; Class B–AIDBX; Class C–AIMCX)
- Intermediate California Municipal Portfolio
  (Class A–AICAX; Class B–ACLBX; Class C–ACMCX)
- Intermediate New York Municipal Portfolio
  (Class A–ANIAX; Class B–ANYBX; Class C–ANMCX)

The Securities and Exchange Commission has not approved or disapproved these securities or passed upon the adequacy of this Prospectus. Any representation to the contrary is a criminal offense.

ALLIANCEBERNSTEIN

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MUNICIPAL PORTFOLIOS

National Portfolio

INVESTMENT OBJECTIVE:
The investment objective of the Portfolio is to earn the highest level of current income, exempt from federal income tax, that is available without assuming what the Adviser considers to be undue risk to principal or income.

FEES AND EXPENSES OF THE PORTFOLIO:
This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's Statement of Additional Information ("SAI").

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares	Advisor Class Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)	None
Exchange Fee	None	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C	Advisor Class
Management Fees	.45%	.45%	.45%	.45%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%	None
Other Expenses:				
Transfer Agent	.04%	.06%	.05%	.04%
Interest Expense	.01%	.01%	.01%	.01%
Other Expenses	.06%	.06%	.06%	.06%
Total Other Expenses	.11%	.13%	.12%	.11%
Total Annual Portfolio Operating Expenses Including Interest Expense Before Waiver	.86%	1.58%	1.57%	.56%
Fee Waiver and/or Expense Reimbursement(c)(d)	(.05)%	(.07)%	(.06)%	(.05)%
Total Annual Portfolio Operating Expenses Including Interest Expense After Fee Waiver and/or Expense Reimbursement(d)(e)	.81%	1.51%	1.51%	.51%

(a) Class B shares automatically convert to Class A shares after six years. The contingent deferred sales charge, or CDSC, decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

(c) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

(d) Restated to reflect current fee waiver and/or expense reimbursement.

(e) If interest expense were excluded, net expenses would be as follows:

Class A	Class B	Class C	Advisor Class
.80%	1.50%	1.50%	.50%

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year and that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only one year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C	Advisor Class
After 1 Year	$ 380	$ 454	$ 254	$ 52
After 3 Years	$ 561	$ 592	$ 490	$174
After 5 Years	$ 758	$ 853	$ 849	$308
After 10 Years	$1,324	$1,500	$1,861	$696

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 154	$ 154
After 3 Years	$ 492	$ 490
After 5 Years	$ 853	$ 849
After 10 Years	$1,500	$1,861

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 11% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by investing principally in high-yielding, predominantly investment grade municipal securities. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the federal alternative minimum tax ("AMT") for certain taxpayers. The Portfolio may invest more than 25% of its assets in a single state.

The Portfolio may also invest in:

- forward commitments;
- tender option bonds ("TOBs");
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities; and
- derivatives, such as options, futures, forwards and swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. To the extent that the Portfolio invests more of its assets in a particular state's municipal securities, the

Portfolio may be vulnerable to events adversely affecting that state, including economic, political and regulatory occurrences, court decisions, terrorism and catastrophic natural disasters, such as hurricanes or earthquakes. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.

- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's net asset value, or NAV, could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.

- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.

- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.

- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.

- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.

- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.

- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

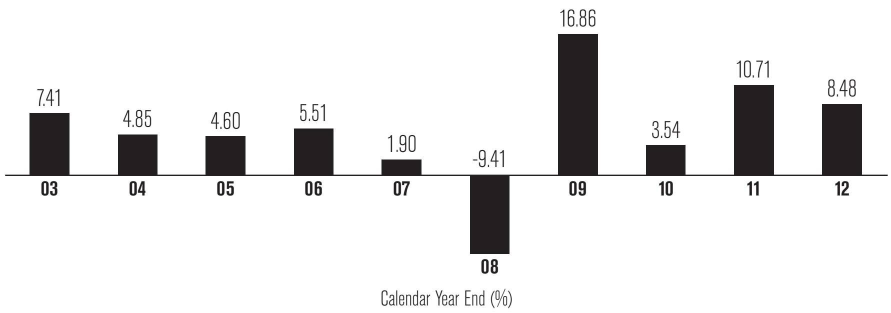
- how the Portfolio's performance changed from year to year over ten years; and
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals—U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 7.66%, 3rd quarter, 2009; and Worst Quarter was down -4.69%, 4th quarter, 2008.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	5.26%	5.01%	4.92%
	Return After Taxes on Distributions	5.25%	4.99%	4.89%
	Return After Taxes on Distributions and Sale of Portfolio Shares	4.73%	4.86%	4.82%
Class B	Return Before Taxes	4.85%	4.93%	4.81%
Class C	Return Before Taxes	6.73%	4.92%	4.52%
Advisor Class**	Return Before Taxes	8.81%	5.97%	5.56%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	5.91%	5.10%

* After-tax Returns:

– Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;

– Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and

– Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

** Inception date for Advisor Class shares: 8/6/2008. Performance information for periods prior to the inception of Advisor Class shares is the performance of the Portfolio's Class A shares adjusted to reflect the lower expense ratio of Advisor Class shares.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 2002	Senior Vice President of the Adviser
Fred S. Cohen	Since 2002	Senior Vice President of the Adviser
R.B. Davidson III	Since 2002	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 1995	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to earn the highest level of current income, exempt from federal income tax, that is available consistent with what the Adviser considers to be an appropriate level of risk.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class C Shares	Advisor Class Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	1.00%(a)	None
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class C	Advisor Class
Management Fees	.50%	.50%	.50%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	None
Other Expenses:			
Transfer Agent	.03%	.03%	.03%
Interest Expense	.11%	.11%	.11%
Other Expenses	.06%	.07%	.07%
Total Other Expenses	.20%	.21%	.21%
Total Annual Portfolio Operating Expenses Including Interest Expense Before Waiver	1.00%	1.71%	.71%
Fee Waiver and/or Expense Reimbursement(b)	(.09)%	(.10)%	(.10)%
Total Annual Portfolio Operating Expenses Including Interest Expense After Fee Waiver and/or Expense Reimbursement(c)	.91%	1.61%	.61%

(a) For Class C shares, the CDSC is 0% after the first year.

(b) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

(c) If interest expense were excluded, net expenses would be as follows:

Class A	Class C	Advisor Class
.80%	1.50%	.50%

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated. The Examples also assume that your investment has a 5% return each year, that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only the first year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class C	Advisor Class
After 1 Year	$ 390	$ 264*	$ 62
After 3 Years	$ 600	$ 529	$217
After 5 Years	$ 827	$ 919	$385
After 10 Years	$1,480	$2,011	$873

* Assuming redemption at the end of the period, a 1% CDSC would increase expenses by approximately $100.

Portfolio Turnover

The Portfolio will pay transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal period, the Portfolio's portfolio turnover rate was 14% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by investing principally in high-yielding municipal securities that may be non-investment grade or investment grade. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the federal AMT for certain taxpayers.

The Adviser selects securities for purchase or sale based on its assessment of the securities' risk and return characteristics as well as the securities' impact on the overall risk and return characteristics of the Portfolio. In making this assessment, the Adviser takes into account various factors, including the credit quality and sensitivity to interest rates of the securities under consideration and of the Portfolio's other holdings.

The Portfolio may invest without limit in lower-rated securities ("junk bonds"), which may include securities having the lowest rating, and in unrated securities that, in the Adviser's judgment, would be lower-rated securities if rated. The Portfolio may invest in fixed-income securities with any maturity or duration. The Portfolio will seek to increase income for shareholders by investing in longer-maturity bonds. Consistent with its objective of seeking a higher level of income, the Portfolio may experience greater volatility and a higher risk of loss of principal than other municipal funds.

The Portfolio may also invest in:

- forward commitments;
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities;
- certain types of mortgage-related securities; and
- derivatives, such as options, futures, forwards and swaps.

The Portfolio may make short sales of securities or maintain a short position, and may use other investment techniques. The Portfolio may use leverage for investment purposes to increase income through the use of TOBs and derivative instruments, such as interest rate swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security.
- **Below Investment Grade Securities Risk:** Investments in fixed-income securities with lower ratings (commonly known as "junk bonds") tend to have a higher probability that an issuer will default or fail to meet its payment obligations. These securities may be subject to greater price volatility due to such factors as specific corporate developments, interest rate sensitivity, negative performance of the junk bond market generally and less secondary market liquidity.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. To the extent that the Portfolio invests more of its assets in a particular state's municipal securities, the Portfolio may be vulnerable to events adversely affecting that state, including economic, political and regulatory occurrences, court decisions, terrorism and catastrophic natural disasters, such as hurricanes or earthquakes. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.

- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.
- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.
- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.
- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.
- **Leverage Risk:** To the extent the Portfolio uses leveraging techniques, such as TOBs, its NAV may be more volatile because leverage tends to exaggerate the effect of changes in interest rates and any increase or decrease in the value of the Portfolio's investments.
- **Liquidity Risk:** Liquidity risk exists when particular investments, such as lower-rated securities, are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.
- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.
- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

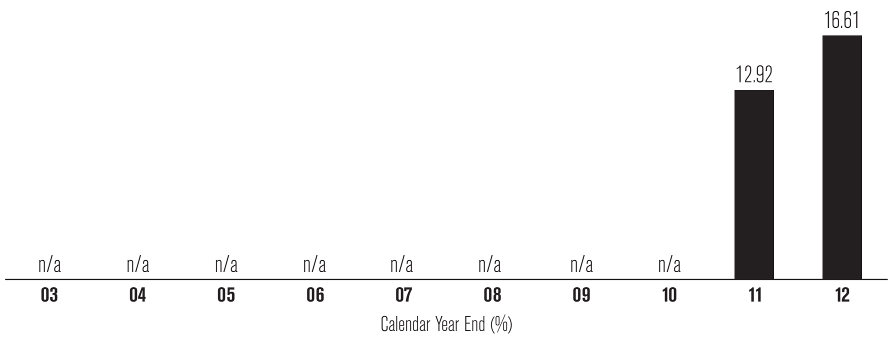
- how the Portfolio's performance changed over the life of the Portfolio; and
- how the Portfolio's average annual returns for one year and since inception compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals—U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart is for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 6.20%, 2nd quarter, 2011; and Worst Quarter was down -0.81%, 1st quarter, 2011.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	Since Inception*
Class A**	Return Before Taxes	13.13%	9.70%
	Return After Taxes on Distributions	13.03%	9.52%
	Return After Taxes on Distributions and Sale of Portfolio Shares	10.26%	8.91%
Class C	Return Before Taxes	14.91%	10.09%
Advisor Class	Return Before Taxes	16.98%	11.16%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	6.52%

* Inception date for all Classes: 1/26/2010.

** After-tax Returns:

- Are shown for Class A shares only and will vary for Class C shares because Class C shares have higher expense ratios;
- Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and
- Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 2010	Senior Vice President of the Adviser
R.B. Davidson III	Since 2010	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 2010	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

California Portfolio

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to earn the highest level of current income, exempt from federal income tax and California personal income tax, that is available without assuming what the Adviser considers to be undue risk to income or principal.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus, and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares	Advisor Class Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)	None
Exchange Fee	None	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C	Advisor Class
Management Fees	.45%	.45%	.45%	.45%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%	None
Other Expenses:				
Transfer Agent	.03%	.06%	.03%	.03%
Interest Expense	.01%	.01%	.01%	.01%
Other Expenses	.06%	.06%	.06%	.06%
Total Other Expenses	.10%	.13%	.10%	.10%
Total Annual Portfolio Operating Expenses Including Interest Expense Before Waiver	.85%	1.58%	1.55%	.55%
Fee Waiver and/or Expense Reimbursement(c)(d)	(.04)%	(.07)%	(.04)%	(.04)%
Total Annual Portfolio Operating Expenses After Fee Waiver and/or Expense Reimbursement(d)(e)	.81%	1.51%	1.51%	.51%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

(c) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

(d) Restated to reflect current fee waiver and/or expense reimbursement.

(e) If interest expense were excluded, net expenses would be as follows:

Class A	Class B	Class C	Advisor Class
.80%	1.50%	1.50%	.50%

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year, that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only one year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C	Advisor Class
After 1 Year	$ 380	$ 454	$ 254	$ 52
After 3 Years	$ 559	$ 592	$ 486	$172
After 5 Years	$ 753	$ 854	$ 841	$303
After 10 Years	$1,314	$1,496	$1,842	$685

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 154	$ 154
After 3 Years	$ 492	$ 486
After 5 Years	$ 854	$ 841
After 10 Years	$1,496	$1,842

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 23% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by investing principally in high-yielding, predominantly investment grade municipal securities. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the federal AMT for certain taxpayers. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities of California or municipal securities with interest that is otherwise exempt from California state income tax.

The Portfolio may also invest in:

- forward commitments;
- TOBs;
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities; and
- derivatives, such as options, futures, forwards and swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors

in these securities. The Portfolio's investments in California municipal securities may be vulnerable to events adversely affecting its economy. California's economy, the largest of the 50 states, is relatively diverse, which makes it less vulnerable to events affecting a particular industry. Its economy, however, continues to be affected by serious fiscal conditions as a result of voter-passed initiatives that limit the ability of state and local governments to raise revenues, particularly with respect to real property taxes. In addition, state expenditures are difficult to reduce because of constitutional provisions that require a minimum level of spending, for certain government programs, such as education. California's economy may also be affected by natural disasters, such as earthquakes or fires. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.

- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.
- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.
- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.
- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.
- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.
- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.
- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

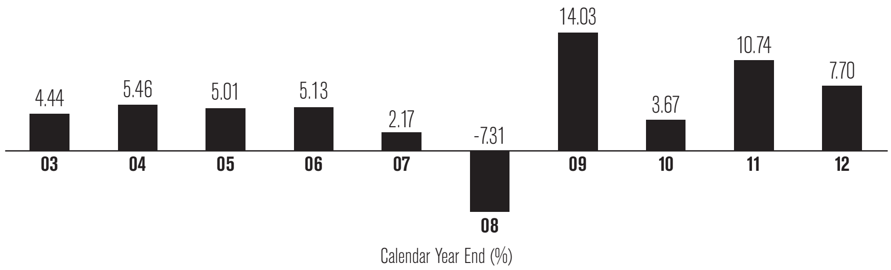
- how the Portfolio's performance changed from year to year over ten years; and
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals—U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 8.64%, 3rd quarter, 2009; and Worst Quarter was down -4.33%, 4th quarter, 2010.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	4.48%	4.87%	4.64%
	Return After Taxes on Distributions	4.42%	4.83%	4.61%
	Return After Taxes on Distributions and Sale of Portfolio Shares	4.22%	4.72%	4.56%
Class B	Return Before Taxes	3.86%	4.75%	4.53%
Class C	Return Before Taxes	5.86%	4.75%	4.23%
Advisor Class**	Return Before Taxes	8.02%	5.81%	5.28%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	5.91%	5.10%

* After-tax Returns:

– Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;

– Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and

– Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

** Inception date for Advisor Class shares: 8/6/2008. Performance information for periods prior to the inception of Advisor Class shares is the performance of the Portfolio's Class A shares adjusted to reflect the lower expense ratio of Advisor Class shares.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 2002	Senior Vice President of the Adviser
Fred S. Cohen	Since 2002	Senior Vice President of the Adviser
R.B. Davidson III	Since 2002	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 1995	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

Arizona Portfolio

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to earn the highest level of current income exempt from both federal income tax and State of Arizona personal income tax that is available without assuming what the Adviser considers to be undue risk.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus, and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C
Management Fees	.45%	.45%	.45%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.03%	.05%	.03%
Interest Expense	.01%	.01%	.01%
Other Expenses	.16%	.16%	.16%
Total Other Expenses	.20%	.22%	.20%
Total Annual Portfolio Operating Expenses Including Interest Expense Before Waiver	.95%	1.67%	1.65%
Fee Waiver and/or Expense Reimbursement(c)	(.16)%	(.18)%	(.16)%
Total Annual Portfolio Operating Expenses Including Interest Expense After Fee Waiver and/or Expense Reimbursement(d)	.79%	1.49%	1.49%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

(c) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

(d) If interest expense were excluded, net expenses would be as follows:

Class A	Class C	Advisor Class
0.78%	1.48%	1.48%

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year, that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only one year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C
After 1 Year	$ 378	$ 451	$ 251
After 3 Years	$ 578	$ 608	$ 504
After 5 Years	$ 794	$ 889	$ 881
After 10 Years	$1,416	$1,590	$1,938

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 151	$ 151
After 3 Years	$ 508	$ 504
After 5 Years	$ 889	$ 881
After 10 Years	$1,590	$1,938

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 17% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by investing principally in high-yielding, predominantly investment grade municipal securities. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the federal AMT for certain taxpayers. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities of Arizona or municipal securities with interest that is otherwise exempt from Arizona state income tax.

The Portfolio may also invest in:

- forward commitments;
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities; and
- derivatives, such as options, futures, forwards and swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. The Portfolio's investments in Arizona municipal securities are vulnerable to events adversely affecting its

economy. The leading sectors of Arizona's economy are the real estate and rental industries and tourism. Construction is also an important sector due to the rapid growth of Arizona's population in recent years. These sectors are particularly vulnerable to times of impaired consumer and business spending. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.

- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.

- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.

- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.

- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.

- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.

- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.

- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

- how the Portfolio's performance changed from year to year over ten years; and

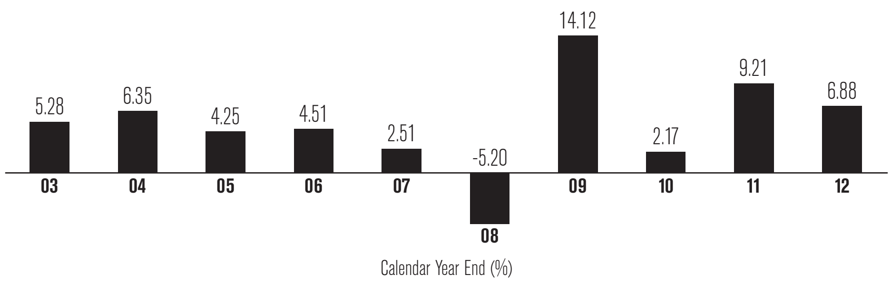
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals-U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 5.95%, 3rd quarter, 2009; and Worst Quarter was down -3.70%, 4th quarter, 2010.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	3.69%	4.59%	4.59%
	Return After Taxes on Distributions	3.68%	4.55%	4.57%
	Return After Taxes on Distributions and Sale of Portfolio Shares	3.71%	4.49%	4.52%
Class B	Return Before Taxes	3.15%	4.51%	4.47%
Class C	Return Before Taxes	5.15%	4.51%	4.18%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	5.91%	5.10%

* After-tax Returns:

– Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;

– Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and

– Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 2002	Senior Vice President of the Adviser
Fred S. Cohen	Since 2002	Senior Vice President of the Adviser
R.B. Davidson III	Since 2002	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 1995	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to earn the highest level of current income exempt from both federal income tax and Commonwealth of Massachusetts personal income tax that is available without assuming what the Adviser considers to be undue risk.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus, and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C
Management Fees	.45%	.45%	.45%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.03%	0.04%	.03%
Other Expenses	.10%	0.11%	.11%
Total Other Expenses	.13%	0.15%	.14%
Total Annual Portfolio Operating Expenses Before Waiver	.88%	1.60%	1.59%
Fee Waiver and/or Expense Reimbursement(c)	(.06)%	(.08)%	(.07)%
Total Annual Portfolio Operating Expenses After Fee Waiver and/or Expense Reimbursement	.82%	1.52%	1.52%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

(c) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year, that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only one year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C
After 1 Year	$ 381	$ 455	$ 255
After 3 Years	$ 566	$ 597	$ 495
After 5 Years	$ 767	$ 863	$ 858
After 10 Years	$1,346	$1,522	$1,882

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 155	$ 155
After 3 Years	$ 497	$ 495
After 5 Years	$ 863	$ 858
After 10 Years	$1,522	$1,882

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 6% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by investing principally in high-yielding, predominantly investment grade municipal securities. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the federal AMT for certain taxpayers. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities of Massachusetts or municipal securities with interest that is otherwise exempt from Massachusetts state income tax.

The Portfolio may also invest in:

- forward commitments;
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities; and
- derivatives, such as options, futures, forwards and swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. The Portfolio's investments in Massachusetts municipal securities are vulnerable to events adversely affecting its economy, which is relatively diverse based on education, healthcare, financial services, and high technology. Massachusetts has a high degree of job stability and an educated work force due to its large concentration of colleges and universities but the high cost of doing business in Massachusetts may serve as an impediment to job creation. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.
- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant

shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.

- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.
- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.
- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.
- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.
- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.
- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

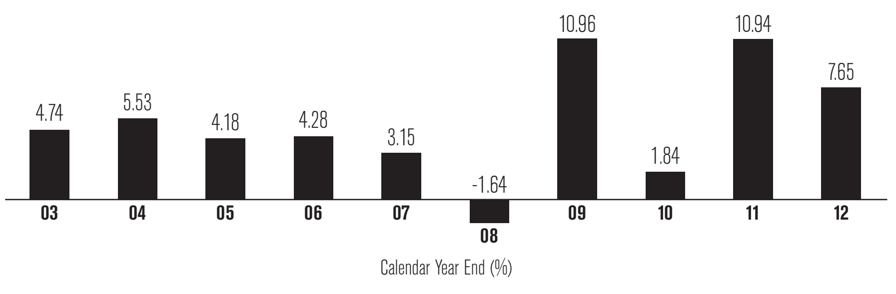
- how the Portfolio's performance changed from year to year over ten years; and
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals-U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 5.76%, 3rd quarter, 2009; and Worst Quarter was down -4.70%, 4th quarter, 2010.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	4.45%	5.19%	4.77%
	Return After Taxes on Distributions	4.34%	5.13%	4.73%
	Return After Taxes on Distributions and Sale of Portfolio Shares	4.12%	4.93%	4.63%
Class B	Return Before Taxes	4.01%	5.11%	4.66%
Class C	Return Before Taxes	5.91%	5.10%	4.38%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	5.91%	5.10%

* After-tax Returns:

– Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;

– Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and

– Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 2002	Senior Vice President of the Adviser
Fred S. Cohen	Since 2002	Senior Vice President of the Adviser
R.B. Davidson III	Since 2002	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 1995	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

Michigan Portfolio

INVESTMENT OBJECTIVE:
The investment objective of the Portfolio is to earn the highest level of current income exempt from both federal income tax and State of Michigan personal income tax that is available without assuming what the Adviser considers to be undue risk.

FEES AND EXPENSES OF THE PORTFOLIO:
This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus, and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C
Management Fees	.45%	.45%	.45%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.06%	.08%	.06%
Other Expenses	.24%	.25%	.25%
Total Other Expenses	.30%	.33%	.31%
Total Annual Portfolio Operating Expenses Before Waiver	1.05%	1.78%	1.76%
Fee Waiver and/or Expense Reimbursement(c)(d)	(.15)%	(.18)%	(.16)%
Total Annual Portfolio Operating Expenses After Fee Waiver and/or Expense Reimbursement(d)	.90%	1.60%	1.60%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

(c) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

(d) Restated to reflect current fee waiver and/or expense reimbursement.

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year, that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only one year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C
After 1 Year	$ 389	$ 463	$ 263
After 3 Years	$ 609	$ 642	$ 538
After 5 Years	$ 847	$ 946	$ 938
After 10 Years	$1,529	$1,708	$2,057

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 163	$ 163
After 3 Years	$ 542	$ 538
After 5 Years	$ 946	$ 938
After 10 Years	$1,708	$2,057

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 28% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by investing principally in high-yielding, predominantly investment grade municipal securities. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the federal AMT for certain taxpayers. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities of Michigan or municipal securities with interest that is otherwise exempt from Michigan state income tax.

The Portfolio may also invest in:

- forward commitments;
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities; and
- derivatives, such as options, futures, forwards and swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. The Portfolio's investments in Michigan municipal securities may be vulnerable to events adversely affecting its economy. Michigan's economy has recently become more diverse but is still heavily dependent on manufacturing, particularly the automobile and automobile parts industry. The automobile industry recently suffered severe reductions in purchases of automobiles, which led to bankruptcy filings for two of the largest automobile manufacturers and required U.S. Government support. The automobile industry has since recovered and these companies have successfully emerged from bankruptcy. However, other economic conditions continue to adversely affect the state's economy and employment rates. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.
- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable

taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.

- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.

- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.

- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.

- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.

- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.

- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

- how the Portfolio's performance changed from year to year over ten years; and

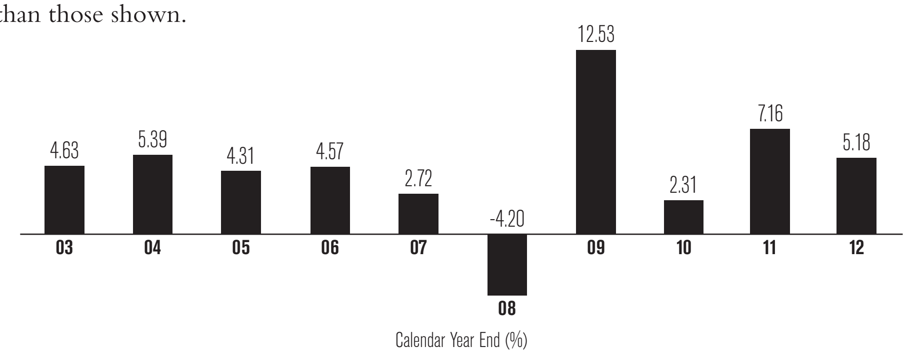
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals-U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 4.90%, 3rd quarter, 2009; and Worst Quarter was down -2.88%, 3rd quarter, 2008.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	2.06%	3.82%	4.07%
	Return After Taxes on Distributions	1.86%	3.73%	4.00%
	Return After Taxes on Distributions and Sale of Portfolio Shares	2.72%	3.76%	4.02%
Class B	Return Before Taxes	1.47%	3.74%	3.95%
Class C	Return Before Taxes	3.46%	3.73%	3.68%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	5.91%	5.10%

* After-tax Returns:

– Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;

– Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and

– Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 2002	Senior Vice President of the Adviser
Fred S. Cohen	Since 2002	Senior Vice President of the Adviser
R.B. Davidson III	Since 2002	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 1995	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

Minnesota Portfolio

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to earn the highest level of current income exempt from both federal income tax and State of Minnesota personal income tax that is available without assuming what the Adviser considers to be undue risk.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus, and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C
Management Fees	.45%	.45%	.45%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.04%	.26%	.04%
Interest Expense	.01%	.00%	.01%
Other Expenses	.22%	.23%	.22%
Total Other Expenses	.27%	.49%	.27%
Total Annual Portfolio Operating Expenses Including Interest Expense Before Waiver	1.02%	1.94%	1.72%
Fee Waiver and/or Expense Reimbursement(c)	(.11)%	(.33)%	(.11)%
Total Annual Portfolio Operating Expenses Including Interest Expense After Fee Waiver and/or Expense Reimbursement(d)	.91%	1.61%	1.61%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

(c) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

(d) If interest expense were excluded, net expenses would be as follows:

Class A	Class C	Advisor Class
0.90%	1.60%	1.60%

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year, that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only one year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C
After 1 Year	$ 390	$ 463	$ 264
After 3 Years	$ 604	$ 676	$ 531
After 5 Years	$ 835	$1,013	$ 922
After 10 Years	$1,500	$1,772	$2,019

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 163	$ 164
After 3 Years	$ 576	$ 531
After 5 Years	$1,013	$ 922
After 10 Years	$1,772	$2,019

Portfolio Turnover
The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 14% of the average value of its portfolio.

PRINCIPAL STRATEGIES:
The Portfolio pursues its objective by investing principally in high-yielding, predominantly investment grade municipal securities. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the federal AMT for certain taxpayers. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities of Minnesota or municipal securities with interest that is otherwise exempt from Minnesota state income tax.

The Portfolio may also invest in:

- forward commitments;
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities; and
- derivatives, such as options, futures, forwards and swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. The Portfolio's investments in Minnesota municipal securities may be vulnerable to events adversely affecting its economy. Minnesota's economy is diverse, but there are employment concentrations in the fabricated metals, machinery, computers and electronics categories of the durable goods manufacturing sector, which are vulnerable during general economic downturns. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.
- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.

- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.
- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.
- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.
- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.
- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.
- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

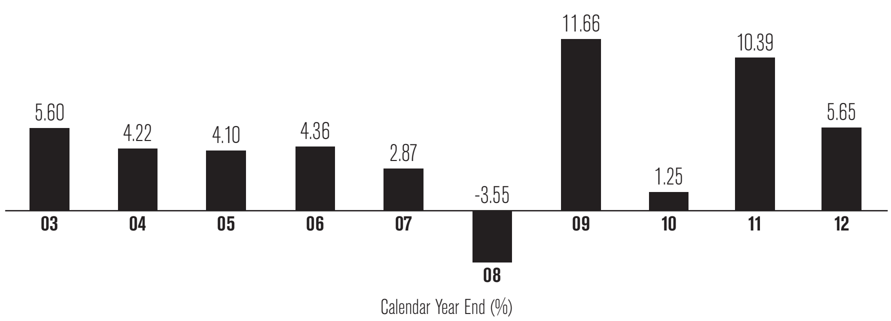
- how the Portfolio's performance changed from year to year over ten years; and
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals-U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 6.19%, 1st quarter, 2009; and Worst Quarter was down -4.03%, 4th quarter, 2010.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	2.52%	4.29%	4.26%
	Return After Taxes on Distributions	2.43%	4.25%	4.23%
	Return After Taxes on Distributions and Sale of Portfolio Shares	2.81%	4.15%	4.17%
Class B	Return Before Taxes	1.92%	4.22%	4.14%
Class C	Return Before Taxes	3.91%	4.21%	3.85%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	5.91%	5.10%

* After-tax Returns:

- Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;
- Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and
- Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 2002	Senior Vice President of the Adviser
Fred S. Cohen	Since 2002	Senior Vice President of the Adviser
R.B. Davidson III	Since 2002	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 1995	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

New Jersey Portfolio

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to earn the highest level of current income exempt from both federal income tax and State of New Jersey personal income tax that is available without assuming what the Adviser considers to be undue risk.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus, and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C
Management Fees	.45%	.45%	.45%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.04%	.06%	.04%
Other Expenses	.17%	.17%	.17%
Total Other Expenses	.21%	.23%	.21%
Total Annual Portfolio Operating Expenses Before Waiver	.96%	1.68%	1.66%
Fee Waiver and/or Expense Reimbursement(c)	(.09)%	(.11)%	(.09)%
Total Annual Portfolio Operating Expenses After Fee Waiver and/or Expense Reimbursement	.87%	1.57%	1.57%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

(c) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year, that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only one year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C
After 1 Year	$ 386	$ 460	$ 260
After 3 Years	$ 588	$ 618	$ 514
After 5 Years	$ 806	$ 901	$ 893
After 10 Years	$1,434	$1,609	$1,956

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 160	$ 160
After 3 Years	$ 518	$ 514
After 5 Years	$ 901	$ 893
After 10 Years	$1,609	$1,956

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 14% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by investing principally in high-yielding, predominantly investment grade municipal securities. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the federal AMT for certain taxpayers. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities of New Jersey or municipal securities with interest that is otherwise exempt from New Jersey state income tax.

The Portfolio may also invest in:

- forward commitments;
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities; and
- derivatives, such as options, futures, forwards and swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. The Portfolio's investments in New Jersey municipal securities may be vulnerable to events adversely affecting its economy. New Jersey's economy is a diverse mix of manufacturing, construction, and service industries. Major components of its economy are financial services and pharmaceuticals and adverse events affecting these industries will have a negative effect on New Jersey's economy. New Jersey is also susceptible to persistent budget problems and overdependence on taxes. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.
- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant

shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.

- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.
- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.
- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.
- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.
- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.
- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

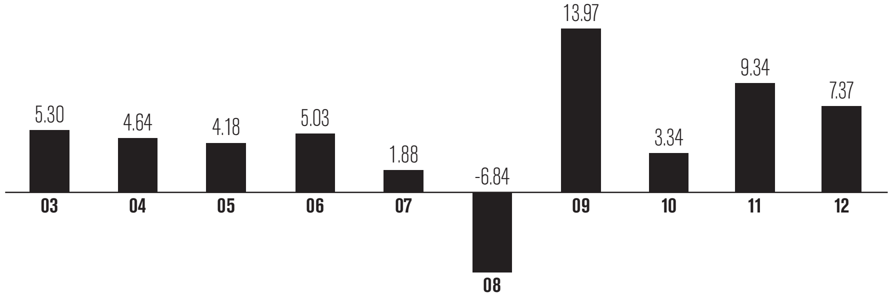
- how the Portfolio's performance changed from year to year over ten years; and
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals-U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 6.76%, 3rd quarter, 2009; and Worst Quarter was down -3.99%, 4th quarter, 2008.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	4.19%	4.55%	4.38%
	Return After Taxes on Distributions	4.16%	4.53%	4.36%
	Return After Taxes on Distributions and Sale of Portfolio Shares	3.98%	4.45%	4.33%
Class B	Return Before Taxes	3.62%	4.47%	4.25%
Class C	Return Before Taxes	5.51%	4.46%	3.95%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	5.91%	5.10%

* After-tax Returns:

- Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;
- Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and
- Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

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Terrance T. Hults	Since 1995	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

New York Portfolio

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to earn the highest level of current income exempt from both federal income tax and New York State and City income tax that is available without assuming what the Adviser considers to be undue risk to principal or income.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus, and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares	Advisor Class Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)	None
Exchange Fee	None	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C	Advisor Class
Management Fees	.45%	.45%	.45%	.45%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%	None
Other Expenses:				
Transfer Agent	.03%	.05%	.04%	.03%
Other Expenses	.07%	.07%	.06%	.06%
Total Other Expenses	.10%	.12%	.10%	.09%
Total Annual Portfolio Operating Expenses Before Waiver	.85%	1.57%	1.55%	.54%
Fee Waiver and/or Expense Reimbursement(c)(d)	(.05)%	(.07)%	(.05)%	(.04)%
Total Annual Portfolio Operating Expenses After Fee Waiver and/or Expense Reimbursement(d)	.80%	1.50%	1.50%	.50%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

(c) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

(d) Restated to reflect current fee waiver and/or expense reimbursement.

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year, that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only one year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C	Advisor Class
After 1 Year	$ 379	$ 453	$ 253	$ 51
After 3 Years	$ 558	$ 589	$ 485	$169
After 5 Years	$ 752	$ 849	$ 840	$298
After 10 Years	$1,313	$1,490	$1,841	$673

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 153	$ 153
After 3 Years	$ 489	$ 485
After 5 Years	$ 849	$ 840
After 10 Years	$1,490	$1,841

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 14% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by investing principally in high-yielding, predominantly investment grade municipal securities. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the federal AMT for certain taxpayers. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities of New York or municipal securities with interest that is otherwise exempt from New York state income tax.

The Portfolio may also invest in:

- forward commitments;
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities; and
- derivatives, such as options, futures, forwards and swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. The Portfolio's investments in New York municipal securities may be vulnerable to events adversely affecting its economy. New York's economy, while diverse, has a relatively large share of the nation's financial activities. With the financial services sector contributing over one-fifth of the state's wages, the state's economy is especially vulnerable to adverse events affecting the financial markets such as occurred in 2008-2009. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.
- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.

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- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.

- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.

- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.

- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.

- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

- how the Portfolio's performance changed from year to year over ten years; and

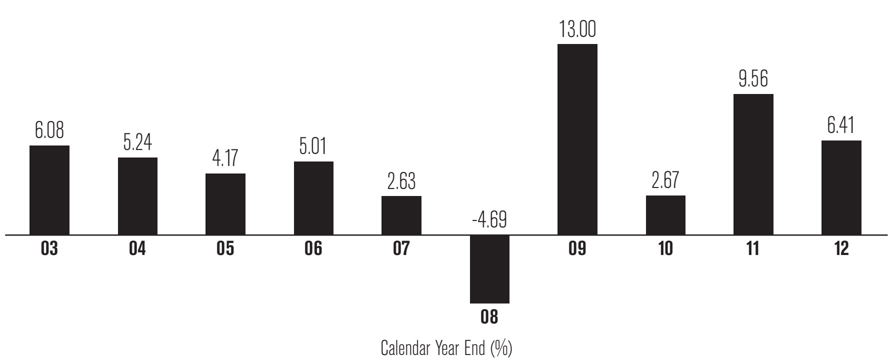
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals-U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 6.36%, 3rd quarter, 2009; and Worst Quarter was down -3.73%, 4th quarter, 2010.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	3.25%	4.58%	4.60%
	Return After Taxes on Distributions	3.21%	4.56%	4.59%
	Return After Taxes on Distributions and Sale of Portfolio Shares	3.34%	4.45%	4.53%
Class B	Return Before Taxes	2.68%	4.49%	4.48%
Class C	Return Before Taxes	4.77%	4.50%	4.20%
Advisor Class**	Return Before Taxes	6.73%	5.53%	5.23%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	5.91%	5.10%

* After-tax Returns:

– Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;

– Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and

– Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

** Inception date for Advisor Class shares: 8/6/08. Performance information for periods prior to the inception of Advisor Class shares is the performance of the Portfolio's Class A shares adjusted to reflect the lower expense ratio of Advisor Class shares.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 2002	Senior Vice President of the Adviser
Fred S. Cohen	Since 2002	Senior Vice President of the Adviser
R.B. Davidson III	Since 2002	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 1995	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

Ohio Portfolio

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to earn the highest level of current income exempt from both federal income tax and State of Ohio personal income tax that is available without assuming what the Adviser considers to be undue risk.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus, and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C
Management Fees	.45%	.45%	0.45%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.04%	.07%	.04%
Interest Expense	.01%	.00%	.01%
Other Expenses	.17%	.18%	.17%
Total Other Expenses	.22%	.25%	.22%
Total Annual Portfolio Operating Expenses Including Interest Expense Before Waiver	.97%	1.70%	1.67%
Fee Waiver and/or Expense Reimbursement(c)	(.11)%	(.15)%	(.11)%
Total Annual Portfolio Operating Expenses Including Interest Expense After Fee Waiver and/or Expense Reimbursement(d)	.86%	1.55%	1.56%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

(c) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

(d) If interest expense were excluded, net expenses would be as follows:

Class A	Class C	Advisor Class
0.85%	1.55%	1.55%

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year, that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only one year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C
After 1 Year	$ 385	$ 458	$ 259
After 3 Years	$ 589	$ 620	$ 515
After 5 Years	$ 809	$ 908	$ 896
After 10 Years	$1,443	$1,622	$1,965

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 158	$ 159
After 3 Years	$ 520	$ 515
After 5 Years	$ 908	$ 896
After 10 Years	$1,622	$1,965

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 27% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by investing principally in high-yielding, predominantly investment grade municipal securities. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the federal AMT for certain taxpayers. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities of Ohio or municipal securities with interest that is otherwise exempt from Ohio state income tax.

The Portfolio may also invest in:

- forward commitments;
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities; and
- derivatives, such as options, futures, forwards and swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.

- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.

- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. The Portfolio's investments in Ohio municipal securities may be vulnerable to events adversely affecting its economy. Ohio's economy is heavily reliant on manufacturing, particularly the automobile and related products industries. The automobile industry recently suffered severe reductions in purchases of automobiles, which led to bankruptcy filings for two of the largest automobile manufacturers and required U.S. Government support. The automobile industry has since recovered and these companies have successfully emerged from bankruptcy. However, other economic conditions continue to adversely affect the state's economy and employment rates. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.

- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.

- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.

- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.

- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.

- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.

- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.

- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

- how the Portfolio's performance changed from year to year over ten years; and

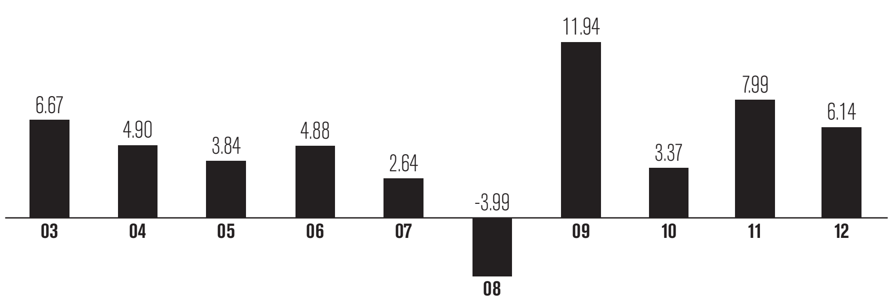
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals-U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 5.82%, 3rd quarter, 2009; and Worst Quarter was down -3.28%, 3rd quarter, 2008.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	2.94%	4.32%	4.44%
	Return After Taxes on Distributions	2.85%	4.28%	4.41%
	Return After Taxes on Distributions and Sale of Portfolio Shares	3.21%	4.22%	4.36%
Class B	Return Before Taxes	2.41%	4.23%	4.32%
Class C	Return Before Taxes	4.40%	4.25%	4.04%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	5.91%	5.10%

* After-tax Returns:

– Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;

– Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and

– Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 1999	Senior Vice President of the Adviser
Fred S. Cohen	Since 1994	Senior Vice President of the Adviser
R.B. Davidson III	Since Inception	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 2002	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

Pennsylvania Portfolio

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to earn the highest level of current income exempt from both federal income tax and Commonwealth of Pennsylvania personal income tax that is available without assuming what the Adviser considers to be undue risk.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus, and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C
Management Fees	.45%	.45%	.45%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.04%	.06%	.05%
Other Expenses	.20%	.20%	.19%
Total Other Expenses	.24%	.26%	.24%
Total Annual Portfolio Operating Expenses Before Waiver	.99%	1.71%	1.69%
Fee Waiver and/or Expense Reimbursement(c)(d)	(.09)%	(.11)%	(.09)%
Total Annual Portfolio Operating Expenses After Fee Waiver and/or Expense Reimbursement(d)	.90%	1.60%	1.60%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

(c) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

(d) Restated to reflect current fee waiver and/or expense reimbursement.

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year, that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only one year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C
After 1 Year	$ 389	$ 463	$ 263
After 3 Years	$ 597	$ 628	$ 523
After 5 Years	$ 822	$ 917	$ 909
After 10 Years	$1,468	$1,642	$1,989

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 163	$ 163
After 3 Years	$ 528	$ 523
After 5 Years	$ 917	$ 909
After 10 Years	$1,642	$1,989

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 20% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by investing principally in high-yielding, predominantly investment grade municipal securities. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the federal AMT for certain taxpayers. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities of Pennsylvania or municipal securities with interest that is otherwise exempt from Pennsylvania state income tax.

The Portfolio may also invest in:

- forward commitments;
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities; and
- derivatives, such as options, futures, forwards and swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. The Portfolio's investments in Pennsylvania municipal securities may be vulnerable to events adversely affecting its economy. Pennsylvania's economy has become more diverse, shifting from the coal, steel, and railroad industries. While the services sector is growing, the state is still relatively more dependent upon manufacturing and is vulnerable to business downturns and decreased capital spending. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.
- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.

- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.

- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.

- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.

- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.

- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.

- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

- how the Portfolio's performance changed from year to year over ten years; and

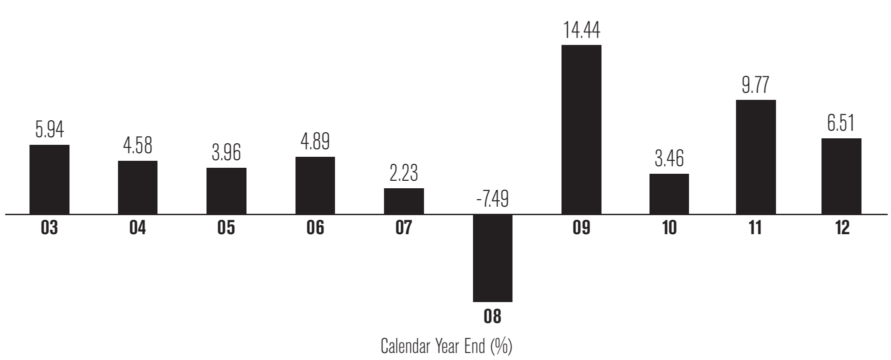
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals-U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 6.86%, 3rd quarter, 2009; and Worst Quarter was down -4.16%, 4th quarter, 2008.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	3.28%	4.44%	4.38%
	Return After Taxes on Distributions	3.12%	4.36%	4.33%
	Return After Taxes on Distributions and Sale of Portfolio Shares	3.45%	4.32%	4.30%
Class B	Return Before Taxes	2.78%	4.35%	4.26%
Class C	Return Before Taxes	4.77%	4.34%	3.96%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	5.91%	5.10%

* After-tax Returns:

- Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;
- Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and
- Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 2002	Senior Vice President of the Adviser
Fred S. Cohen	Since 2002	Senior Vice President of the Adviser
R.B. Davidson III	Since 2002	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 1995	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

Virginia Portfolio

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to earn the highest level of current income exempt from both federal income tax and Commonwealth of Virginia personal income tax that is available without assuming what the Adviser considers to be undue risk.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus, and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 149 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C
Management Fees	.45%	.45%	.45%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.03%	.05%	.03%
Other Expenses	.11%	.11%	.11%
Total Other Expenses	.14%	.16%	.14%
Total Annual Portfolio Operating Expenses Before Waiver	.89%	1.61%	1.59%
Fee Waiver and/or Expense Reimbursement(c)(d)	(.09)%	(.11)%	(.09)%
Total Annual Portfolio Operating Expenses After Fee Waiver and/or Expense Reimbursement(d)	.80%	1.50%	1.50%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

(c) The fee waiver and/or expense reimbursement agreement will remain in effect until January 31, 2014 and will be automatically extended for one-year terms thereafter unless terminated by the Adviser upon 60 days' notice to the Portfolio prior to that date.

(d) Restated to reflect current fee waiver and/or expense reimbursement.

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year, that the Portfolio's operating expenses stay the same and that the fee waiver remains in effect for only one year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C
After 1 Year	$ 379	$ 453	$ 253
After 3 Years	$ 566	$ 597	$ 493
After 5 Years	$ 769	$ 865	$ 856
After 10 Years	$1,354	$1,530	$1,880

For the shares classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 153	$ 153
After 3 Years	$ 497	$ 493
After 5 Years	$ 865	$ 856
After 10 Years	$1,530	$1,880

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 23% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by investing principally in high-yielding, predominantly investment grade municipal securities. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities that pay interest that is exempt from federal income tax. These securities may pay interest that is subject to the AMT for certain taxpayers. As a matter of fundamental policy, the Portfolio invests, under normal circumstances, at least 80% of its net assets in municipal securities of Virginia or municipal securities with interest that is otherwise exempt from Virginia state income tax.

The Portfolio may also invest in:

- forward commitments;
- zero-coupon municipal securities and variable, floating and inverse floating rate municipal securities; and
- derivatives, such as options, futures, forwards and swaps.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security. Investments in fixed-income securities with lower ratings tend to have a higher probability that an issuer will default or fail to meet its payment obligations.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. The Portfolio's investments in Virginia municipal securities may be vulnerable to events adversely affecting its economy. Virginia has a highly diversified economy, with services as a major component. The U.S. Government, both military and civilian, plays a large role in its economy. The state benefits from increases in U.S. Government spending but is vulnerable to spending decreases. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.
- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.

- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.
- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.
- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.
- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.
- **Derivatives Risk:** Investments in derivatives may be illiquid, difficult to price, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.
- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee that its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

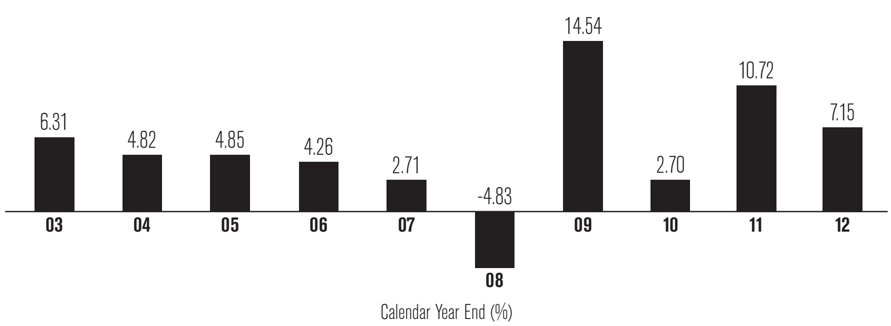
- how the Portfolio's performance changed from year to year over ten years; and
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals-U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 5.98%, 3rd quarter, 2009; and Worst Quarter was down -3.57%, 3rd quarter, 2008.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	3.90%	5.19%	4.89%
	Return After Taxes on Distributions	3.73%	5.11%	4.84%
	Return After Taxes on Distributions and Sale of Portfolio Shares	3.79%	4.95%	4.76%
Class B	Return Before Taxes	3.44%	5.12%	4.77%
Class C	Return Before Taxes	5.42%	5.12%	4.49%
Barclays Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		6.78%	5.91%	5.10%

* After-tax Returns:

– Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;

– Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and

– Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 2002	Senior Vice President of the Adviser
Fred S. Cohen	Since 2002	Senior Vice President of the Adviser
R.B. Davidson III	Since 2002	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 1995	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

Intermediate Diversified Municipal Portfolio

INVESTMENT OBJECTIVE:
The investment objective of the Portfolio is to provide safety of principal and maximize total return after taking account of federal taxes.

FEES AND EXPENSES OF THE PORTFOLIO:
This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 73 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C
Management Fees	.43%	.43%	.43%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.02%	.07%	.02%
Other Expenses	.03%	.03%	.03%
Total Other Expenses	.05%	.10%	.05%
Total Annual Portfolio Operating Expenses	.78%	1.53%	1.48%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year and that the Portfolio's operating expenses stay the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C
After 1 Year	$ 377	$ 456	$ 251
After 3 Years	$ 542	$ 583	$ 468
After 5 Years	$ 720	$ 834	$ 808
After 10 Years	$1,237	$1,435	$1,768

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 156	$ 151
After 3 Years	$ 483	$ 468
After 5 Years	$ 834	$ 808
After 10 Years	$1,435	$1,768

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 16% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by, under normal circumstances, as a matter of fundamental policy, investing at least 80% of its net assets in municipal securities. The interest paid on these securities is generally exempt from federal income tax, although in certain instances, it may be includable in income subject to the federal AMT. The Portfolio will invest no more than 25% of its total assets in municipal securities of issuers located in any one state.

The Portfolio also invests at least 80% of its total assets in municipal securities rated A or better by national rating agencies (or, if unrated, determined by the Adviser to be of comparable quality) and comparably rated municipal notes. The Portfolio may invest up to 20% of its total assets in fixed income securities rated BB or B by national rating agencies, which are not investment-grade (commonly known as "junk bonds").

The Portfolio may invest more than 25% of its net assets in revenue bonds, which generally do not have the pledge of the credit of the issuer. The Portfolio may also invest more than 25% of its total assets in securities or obligations that are related in such a way that business or political developments or changes affecting one such security could also affect the others (for example, securities with interest that is paid from projects of a similar type).

The Portfolio may also invest up to 20% of its net assets in fixed-income securities of U.S. issuers that are not municipal securities, if, in the Adviser's opinion, these securities will enhance the after-tax return for Portfolio investors.

The Portfolio may use derivatives, such as options, futures, forwards and swaps.

In managing the Portfolio, the Adviser may use interest rate forecasting to determine the best level of interest rate risk at a given time. The Adviser may moderately shorten the average duration of the Portfolio when it expects interest rates to rise and modestly lengthen average duration when it anticipates that interest rates will fall.

The Portfolio seeks to maintain an effective duration of three and one-half to seven years under normal market conditions. Duration is a measure that relates the expected price volatility of a security to changes in interest rates. The duration of a debt security is the weighted average term to maturity, expressed in years, of the present value of all future cash flows, including coupon payments and principal repayments.

The Adviser selects securities for purchase or sale based on its assessment of the securities' risk and return characteristics as well as the securities' impact on the overall risk and return characteristics of the Portfolio. In making this assessment, the Adviser takes into account various factors including the credit quality and sensitivity to interest rates of the securities under consideration and of the Portfolio's other holdings.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.

- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security.

- **Below Investment Grade Securities Risk:** Investments in fixed-income securities with lower ratings (commonly known as "junk bonds") tend to have a higher probability that an issuer will default or fail to meet its payment obligations. These securities may be subject to greater price volatility due to such factors as specific corporate developments, interest rate sensitivity, negative performance of the junk bond market generally and less secondary market liquidity.

- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. To the extent the Portfolio invests in a particular state's municipal securities, it may be vulnerable to events adversely affecting that state, including economic, political and regulatory occurrences, court decisions, terrorism and catastrophic natural disasters, such as hurricanes and earthquakes. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.

- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.
- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.
- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.
- **Prepayment and Extension Risk:** Prepayment risk is the risk that a loan, bond or other security might be called or otherwise converted, prepaid or redeemed before maturity. If this happens, particularly during a time of declining interest rates or credit spreads, the Portfolio may not be able to invest the proceeds in securities providing as much income, resulting in a lower yield to the Portfolio. Conversely, extension risk is the risk that as interest rates rise or spreads widen, payments of securities may occur more slowly than anticipated by the market. When this happens, the values of these securities may go down because their interest rates are lower than current market rates and they remain outstanding longer than anticipated.
- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.
- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.
- **Derivatives Risk:** The Portfolio may use derivatives as direct investments to earn income, enhance return and broaden portfolio diversification, which entail greater risk than if used solely for hedging purposes. Investments in derivatives may be illiquid, difficult to price or unwind, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.
- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

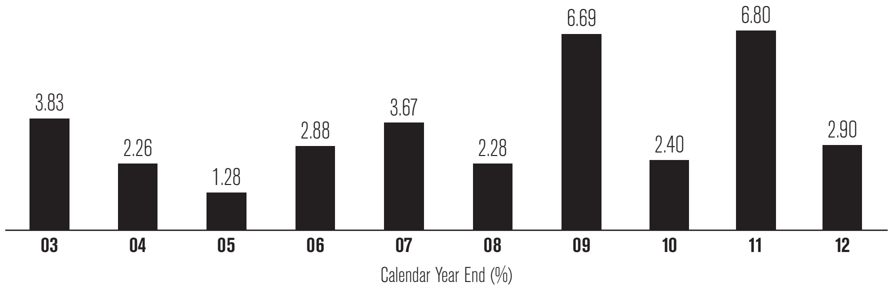
- how the Portfolio's performance changed from year to year over ten years; and
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals-U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 3.99%, 3rd quarter, 2009; and Worst Quarter was down -2.12%, 4th quarter, 2010.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	-0.20%	3.55%	3.17%
	Return After Taxes on Distributions	-0.25%	3.50%	3.14%
	Return After Taxes on Distributions and Sale of Portfolio Shares	0.74%	3.44%	3.11%
Class B	Return Before Taxes	-0.93%	3.45%	3.05%
Class C	Return Before Taxes	1.18%	3.47%	2.77%
Barclays 5-Year General Obligation Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		2.36%	5.10%	4.21%

* After-tax Returns:

– Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;

– Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and

– Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 1999	Senior Vice President of the Adviser
Fred S. Cohen	Since 1994	Senior Vice President of the Adviser
R.B. Davidson III	Since Inception	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 2002	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

Intermediate California Municipal Portfolio

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to provide safety of principal and maximize total return after taking account of federal and state taxes for California residents.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus, and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 73 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C
Management Fees	.49%	.49%	.49%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.03%	.05%	.04%
Other Expenses	.05%	.05%	.05%
Total Other Expenses	.08%	.10%	.09%
Total Portfolio Operating Expenses	.87%	1.59%	1.58%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year and that the Portfolio's operating expenses stay the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C
After 1 Year	$ 386	$ 462	$ 261
After 3 Years	$ 569	$ 602	$ 499
After 5 Years	$ 768	$ 866	$ 860
After 10 Years	$1,340	$1,519	$1,878

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 162	$ 161
After 3 Years	$ 502	$ 499
After 5 Years	$ 866	$ 860
After 10 Years	$1,519	$1,878

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 15% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by, under normal circumstances, as a matter of fundamental policy, investing at least 80% of its net assets in municipal securities. In addition, the Portfolio invests, under normal circumstances, as a matter of fundamental policy, at least 80% of its net assets in a portfolio of municipal securities issued by California or its political subdivisions, or otherwise exempt from California's state income tax. The interest paid on those securities is generally exempt from federal and California state personal income tax, although in certain instances, it may be includable in income subject to the federal AMT.

The Portfolio invests at least 80% of its total assets in municipal securities rated A or better by national rating agencies (or, if unrated, determined by the Adviser to be of comparable quality) and comparably rated municipal notes. The Portfolio may invest up to 20% of its total assets in fixed-income securities rated BB or B by national rating agencies, which are not investment-grade (commonly known as "junk bonds").

The Portfolio may invest more than 25% of its net assets in revenue bonds, which generally do not have the pledge of the credit of the issuer. The Portfolio may also invest more than 25% of its total assets in securities or obligations that are related in such a way that business or political developments or changes affecting one such security could also affect the others (for example, securities with interest that is paid from projects of a similar type).

The Portfolio may also invest up to 20% of its net assets in fixed-income securities of U.S. issuers that are not municipal securities if, in the Adviser's opinion, these securities will enhance the after-tax return for California investors.

The Portfolio may use derivatives, such as options, futures, forwards and swaps.

In managing the Portfolio, the Adviser may use interest rate forecasting to determine the best level of interest rate risk at a given time. The Adviser may moderately shorten the average duration of the Portfolio when it expects interest rates to rise and modestly lengthen average duration when it anticipates that interest rates will fall.

The Portfolio seeks to maintain an effective duration of three and one-half to seven years under normal market conditions. Duration is a measure that relates the expected price volatility of a security to changes in interest rates. The duration of a debt security is the weighted average term to maturity, expressed in years, of the present value of all future cash flows, including coupon payments and principal repayments.

The Adviser selects securities for purchase or sale based on its assessment of the securities' risk and return characteristics as well as the securities' impact on the overall risk and return characteristics of the Portfolio. In making this assessment, the Adviser takes into account various factors, including the credit quality and sensitivity to interest rates of the securities under consideration and of the Portfolio's other holdings.

The Portfolio is "non-diversified", meaning that it can invest more of its assets in a fewer number of issuers.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security.
- **Below Investment Grade Securities Risk:** Investments in fixed-income securities with lower ratings (commonly known as "junk bonds") tend to have a higher probability that an issuer will default or fail to meet its payment obligations. These securities may be subject to greater price volatility due to such factors as specific corporate developments, interest rate sensitivity, negative performance of the junk bond market generally and less secondary market liquidity.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. Most of the Portfolio's investments are in California municipal securities. Thus, the Portfolio may be vulnerable to events adversely affecting California's economy. California's economy, the largest of the 50 states, however, continues to be affected by serious fiscal conditions as a result of voter-passed initiatives that limit the ability of state and local governments to raise revenues, particularly with respect to real property taxes. The recent economic downturn has had a severe and negative

impact on California, causing a significant deterioration in California's economic base. In addition, state expenditures are difficult to reduce because of constitutional provisions that require a minimum level of spending, for certain government programs, such as education. California's economy may also be affected by natural disasters, such as earthquakes or fires. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.

- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.
- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.
- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.
- **Prepayment and Extension Risk:** Prepayment risk is the risk that a loan, bond or other security might be called or otherwise converted, prepaid or redeemed before maturity. If this happens, particularly during a time of declining interest rates or credit spreads, the Portfolio may not be able to invest the proceeds in securities providing as much income, resulting in a lower yield to the Portfolio. Conversely, extension risk is the risk that as interest rates rise or spreads widen, payments of securities may occur more slowly than anticipated by the market. When this happens, the values of these securities may go down because their interest rates are lower than current market rates and they remain outstanding longer than anticipated.
- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.
- **Non-Diversification Risk:** Concentration of investments in a small number of securities tends to increase risk. The Portfolio may have more risk because it is "non-diversified", meaning that it can invest more of its assets in a smaller number of issuers.
- **Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Portfolio from selling out of these illiquid securities at an advantageous price. Derivatives and securities involving substantial market and credit risk tend to involve greater liquidity risk. The Portfolio is subject to liquidity risk because the market for municipal securities is generally smaller than many other markets.
- **Derivatives Risk:** The Portfolio may use derivatives as direct investments to earn income, enhance return and broaden portfolio diversification, which entail greater risk than if used solely for hedging purposes. Investments in derivatives may be illiquid, difficult to price or unwind, and leveraged so that small changes may produce disproportionate losses for the Portfolio, and may be subject to counterparty risk to a greater degree than more traditional investments.
- **Management Risk:** The Portfolio is subject to management risk because it is an actively managed investment fund. The Adviser will apply its investment techniques and risk analyses in making investment decisions, but there is no guarantee its techniques will produce the intended results.

As with all investments, you may lose money by investing in the Portfolio.

BAR CHART AND PERFORMANCE INFORMATION:

The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

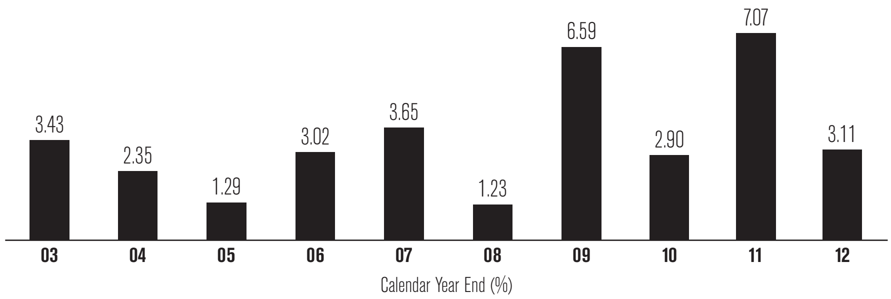
- how the Portfolio's performance changed from year to year over ten years; and
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

You may obtain updated performance information on the Portfolio's website at www.AllianceBernstein.com (click on "Individuals-U.S." then "Products & Performance").

The Portfolio's past performance before and after taxes, of course, does not necessarily indicate how it will perform in the future.

Bar Chart

The annual returns in the bar chart are for the Portfolio's Class A shares and do not reflect sales loads. If sales loads were reflected, returns would be less than those shown.



During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 4.96%, 3rd quarter, 2009; and Worst Quarter was down -2.53%, 4th quarter, 2010.

Performance Table
Average Annual Total Returns
(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	0.00%	3.52%	3.13%
	Return After Taxes on Distributions	-0.02%	3.47%	3.09%
	Return After Taxes on Distributions and Sale of Portfolio Shares	0.92%	3.43%	3.08%
Class B	Return Before Taxes	-0.56%	3.43%	3.01%
Class C	Return Before Taxes	1.39%	3.43%	2.72%
Barclays 5-Year General Obligation Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		2.36%	5.10%	4.21%

* After-tax Returns:

– Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;

– Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and

– Are not relevant to investors who hold Portfolio shares through tax-deferred arrangements such as 401(k) plans or individual retirement accounts.

INVESTMENT ADVISER:

AllianceBernstein L.P. is the investment adviser for the Portfolio.

PORTFOLIO MANAGERS:

The following table lists the persons responsible for day-to-day management of the Portfolio's portfolio:

Employee	Length of Service	Title
Michael G. Brooks	Since 1999	Senior Vice President of the Adviser
Fred S. Cohen	Since 1994	Senior Vice President of the Adviser
R.B. Davidson III	Since Inception	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 2002	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

Intermediate New York Municipal Portfolio

INVESTMENT OBJECTIVE:

The investment objective of the Portfolio is to provide safety of principal and maximize total return after taking account of federal, state and local taxes for New York residents.

FEES AND EXPENSES OF THE PORTFOLIO:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Portfolio. You may qualify for sales charge reductions if you and members of your family invest, or agree to invest in the future, at least $100,000 in AllianceBernstein Mutual Funds. More information about these and other discounts is available from your financial intermediary and in Investing in the Portfolios—Sales Charge Reduction Programs for Class A Shares on page 75 of this Prospectus and in Purchase of Shares—Sales Charge Reduction Programs for Class A Shares on page 73 of the Portfolio's SAI.

Shareholder Fees (fees paid directly from your investment)

	Class A Shares	Class B Shares (not currently offered to new investors)	Class C Shares
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	3.00%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of offering price or redemption proceeds, whichever is lower)	None	3.00%(a)	1.00%(b)
Exchange Fee	None	None	None

Annual Portfolio Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)

	Class A	Class B	Class C
Management Fees	.48%	.48%	.48%
Distribution and/or Service (12b-1) Fees	.30%	1.00%	1.00%
Other Expenses:			
Transfer Agent	.03%	.08%	.03%
Other Expenses	.04%	.04%	.04%
Total Other Expenses	.07%	.12%	.07%
Total Portfolio Operating Expenses	.85%	1.60%	1.55%

(a) Class B shares automatically convert to Class A shares after six years. The CDSC decreases over time. For Class B shares the CDSC decreases 1.00% annually to 0% after the third year.

(b) For Class C shares, the CDSC is 0% after the first year.

Examples

The Examples are intended to help you compare the cost of investing in the Portfolio with the cost of investing in other mutual funds. The Examples assume that you invest $10,000 in the Portfolio for the time periods indicated and then redeem all of your shares at the end of those periods. The Examples also assume that your investment has a 5% return each year and that the Portfolio's operating expenses stay the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Class A	Class B	Class C
After 1 Year	$ 384	$ 463	$ 258
After 3 Years	$ 563	$ 605	$ 490
After 5 Years	$ 757	$ 871	$ 845
After 10 Years	$1,318	$1,514	$1,845

For the share classes listed below, you would pay the following expenses if you did not redeem your shares at the end of the period:

	Class B	Class C
After 1 Year	$ 163	$ 158
After 3 Years	$ 505	$ 490
After 5 Years	$ 871	$ 845
After 10 Years	$1,514	$1,845

Portfolio Turnover

The Portfolio pays transaction costs, such as commissions, when it buys or sells securities (or "turns over" its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Portfolio shares are held in a taxable account. These transaction costs, which are not reflected in the Annual Portfolio Operating Expenses or in the Examples, affect the Portfolio's performance. During the most recent fiscal year, the Portfolio's portfolio turnover rate was 14% of the average value of its portfolio.

PRINCIPAL STRATEGIES:

The Portfolio pursues its objective by, under normal circumstances, as a matter of fundamental policy, investing at least 80% of its net assets in municipal securities. In addition, the Portfolio invests, under normal circumstances, as a matter of fundamental policy, at least 80% of its net assets in a portfolio of municipal securities issued by New York or its political subdivisions, or otherwise exempt from New York state income tax. The interest paid on these securities is generally exempt from federal and New York state and local personal income tax, although in certain instances, it may be includable in income subject to the federal AMT.

The Portfolio also invests at least 80% of its total assets in municipal securities rated A or better by national rating agencies (or, if unrated, determined by the Adviser to be of comparable quality) and comparably rated municipal notes. The Portfolio may invest up to 20% of the total assets in fixed-income securities rated BB or B by national rating agencies, which are not investment-grade (commonly known as "junk bonds").

The Portfolio may invest more than 25% of its net assets in revenue bonds, which generally do not have the pledge of the credit of the issuer. The Portfolio may also invest more than 25% of its total assets in securities or obligations that are related in such a way that business or political developments or changes affecting one such security could also affect the others (for example, securities with interest that is paid from projects of a similar type).

The Portfolio may also invest up to 20% of its net assets in fixed-income securities of U.S. issuers that are not municipal securities if, in the Adviser's opinion, these securities will enhance the after-tax return for New York investors.

The Portfolio may also use derivatives, such as options, futures, forwards and swaps.

In managing the Portfolio, the Adviser may use interest rate forecasting to determine the best level of interest rate risk at a given time. The Adviser may moderately shorten the average duration of the Portfolio when it expects interest rates to rise and modestly lengthen average duration when it anticipates that interest rates will fall.

The Portfolio seeks to maintain an effective duration of three and one-half to seven years under normal market conditions. Duration is a measure that relates the expected price volatility of a security to changes in interest rates. The duration of a debt security is the weighted average term to maturity, expressed in years, of the present value of all future cash flows, including coupon payments and principal repayments.

The Adviser selects securities for purchase or sale based on its assessment of the securities' risk and return characteristics as well as the securities' impact on the overall risk and return characteristics of the Portfolio. In making this assessment, the Adviser takes into account various factors including the credit quality and sensitivity to interest rates of the securities under consideration and of the Portfolio's other holdings.

The Portfolio is "non-diversified", meaning that it can invest more of its assets in a fewer number of issuers.

PRINCIPAL RISKS:

- **Market Risk:** The value of the Portfolio's assets will fluctuate as the bond market fluctuates. The value of the Portfolio's investments may decline, sometimes rapidly and unpredictably, simply because of economic changes or other events that affect large portions of the market.
- **Credit Risk:** An issuer or guarantor of a fixed-income security, or the counterparty to a derivatives or other contract, may be unable or unwilling to make timely payments of interest or principal, or to otherwise honor its obligations. The issuer or guarantor may default, causing a loss of the full principal amount of a security. The degree of risk for a particular security may be reflected in its credit rating. There is the possibility that the credit rating of a fixed-income security may be downgraded after purchase, which may adversely affect the value of the security.
- **Below Investment Grade Securities Risk:** Investments in fixed-income securities with lower ratings (commonly known as "junk bonds") tend to have a higher probability that an issuer will default or fail to meet its payment obligations. These securities may be subject to greater price volatility due to such factors as specific corporate developments, interest rate sensitivity, negative performance of the junk bond market generally and less secondary market liquidity.
- **Municipal Market Risk:** This is the risk that special factors may adversely affect the value of municipal securities and have a significant effect on the yield or value of the Portfolio's investments in municipal securities. These factors include economic

conditions, political or legislative changes, uncertainties related to the tax status of municipal securities, or the rights of investors in these securities. Most of the Portfolio's investments are in New York municipal securities. Thus, the Portfolio may be vulnerable to events adversely affecting New York's economy. New York's economy has a relatively large share of the nation's financial activities. With the financial services sector contributing over one-fifth of the state's wages, the state's economy is especially vulnerable to adverse events affecting the financial markets such as occurred in 2008-2009. The Portfolio's investments in certain municipal securities with principal and interest payments that are made from the revenues of a specific project or facility, and not general tax revenues, may have increased risks. Factors affecting the project or facility, such as local business or economic conditions, could have a significant effect on the project's ability to make payments of principal and interest on these securities.

- **Tax Risk:** There is no guarantee that all of the Portfolio's income will remain exempt from federal or state income taxes. From time to time, the U.S. Government and the U.S. Congress consider changes in federal tax law that could limit or eliminate the federal tax exemption for municipal bond income, which would in effect reduce the income received by shareholders from the Portfolio by increasing taxes on that income. In such event, the Portfolio's NAV could also decline as yields on municipal bonds, which are typically lower than those on taxable bonds, would be expected to increase to approximately the yield of comparable taxable bonds. Actions or anticipated actions affecting the tax exempt status of municipal bonds could also result in significant shareholder redemptions of Portfolio shares as investors anticipate adverse effects on the Portfolio or seek higher yields to offset the potential loss of the tax deduction. As a result, the Portfolio would be required to maintain higher levels of cash to meet the redemptions, which would negatively affect the Portfolio's yield.
- **Interest Rate Risk:** Changes in interest rates will affect the value of investments in fixed-income securities. When interest rates rise, the value of investments in fixed-income securities tends to fall and this decrease in value may not be offset by higher income from new investments. Interest rate risk is generally greater for fixed-income securities with longer maturities or durations.
- **Duration Risk:** Duration is a measure that relates the expected price volatility of a fixed-income security to changes in interest rates. The duration of a fixed-income security may be shorter than or equal to full maturity of a fixed-income security. Fixed-income securities with longer durations have more risk and will decrease in price as interest rates rise. For example, a fixed-income security with a duration of three years will decrease in value by approximately 3% if interest rates increase by 1%.
- **Prepayment and Extension Risk:** Prepayment risk is the risk that a loan, bond or other security might be called or otherwise converted, prepaid or redeemed before maturity. If this happens, particularly during a time of declining interest rates or credit spreads, the Portfolio may not be able to invest the proceeds in securities providing as much income, resulting in a lower yield to the Portfolio. Conversely, extension risk is the risk that as interest rates rise or spreads widen, payments of securities may occur more slowly than anticipated by the market. When this happens, the values of these securities may go down because their interest rates are lower than current market rates and they remain outstanding longer than anticipated.
- **Inflation Risk:** This is the risk that the value of assets or income from investments will be less in the future as inflation decreases the value of money. As inflation increases, the value of the Portfolio's assets can decline as can the value of the Portfolio's distributions. This risk is significantly greater for fixed-income securities with longer maturities.
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As with all investments, you may lose money by investing in the Portfolio.

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The bar chart and performance information provide an indication of the historical risk of an investment in the Portfolio by showing:

- how the Portfolio's performance changed from year to year over ten years; and
- how the Portfolio's average annual returns for one, five and ten years compare to those of a broad-based securities market index.

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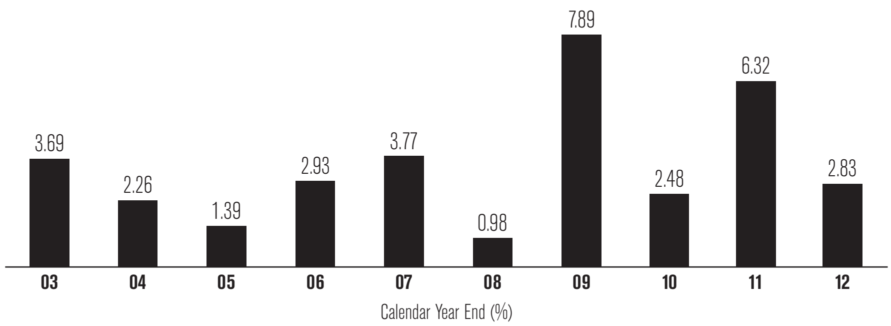

During the period shown in the bar chart, the Portfolio's:

Best Quarter was up 4.45%, 3rd quarter, 2009; and Worst Quarter was down -2.10%, 4th quarter, 2010.

Performance Table
Average Annual Total Returns

(For the periods ended December 31, 2012)

		1 Year	5 Years	10 Years
Class A*	Return Before Taxes	-0.26%	3.44%	3.12%
	Return After Taxes on Distributions	-0.27%	3.40%	3.09%
	Return After Taxes on Distributions and Sale of Portfolio Shares	0.73%	3.34%	3.08%
Class B	Return Before Taxes	-0.86%	3.34%	3.01%
Class C	Return Before Taxes	1.17%	3.36%	2.72%
Barclays 5-Year General Obligation Municipal Bond Index (reflects no deduction for fees, expenses or taxes)		2.36%	5.10%	4.21%

* After-tax Returns:

– Are shown for Class A shares only and will vary for Class B and C shares because these Classes have higher expense ratios;

– Are an estimate, which is based on the highest historical individual federal marginal income tax rates and do not reflect the impact of state and local taxes; actual after-tax returns depend on an individual investor's tax situation and are likely to differ from those shown; and

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Employee	Length of Service	Title
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R.B. Davidson III	Since Inception	Senior Vice President of the Adviser
Wayne Godlin	Since 2010	Senior Vice President of the Adviser
Terrance T. Hults	Since 2002	Senior Vice President of the Adviser

ADDITIONAL INFORMATION

For important information about the purchase and sale of Portfolio shares, tax information and financial intermediary compensation, please turn to ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES, page 64 in this Prospectus.

ADDITIONAL INFORMATION ABOUT PURCHASE AND SALE OF PORTFOLIO SHARES, TAXES AND FINANCIAL INTERMEDIARIES

• PURCHASE AND SALE OF PORTFOLIO SHARES

Purchase Minimums

	Initial	Subsequent
Class A/Class C Shares, including traditional IRAs and Roth IRAs (Class B Shares are not currently offered to new shareholders)	$2,500	$50
Automatic Investment Program	None	$50 If initial investment is less than $2,500, then $200 monthly until account balance reaches $2,500
Advisor Class Shares (only available to fee-based programs or through other limited arrangements)	None	None

You may sell (redeem) your shares each day the New York Stock Exchange ("Exchange") is open. You may sell your shares through your financial intermediary or by mail (AllianceBernstein Investor Services, Inc., P.O. Box 786003, San Antonio, TX 78278-6003) or telephone (800-221-5672).

• TAX INFORMATION

The Portfolios may make capital gains distributions, which may be taxable as ordinary income or capital gains, and income dividends. The Portfolios anticipate that substantially all of their income dividends will be exempt from regular federal income tax and, for Portfolios that invest in a named state, relevant state and local personal income taxes.

• PAYMENTS TO BROKER-DEALERS AND OTHER FINANCIAL INTERMEDIARIES

If you purchase shares of a Portfolio through a broker-dealer or other financial intermediary (such as a bank), the Portfolio and its related companies may pay the intermediary for the sale of Portfolio shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other financial intermediary and your salesperson to recommend the Portfolio over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

This section of the Prospectus provides additional information about the Portfolios' investment practices and related risks. Most of these investment practices are discretionary, which means that the Adviser may or may not decide to use them. This Prospectus does not describe all of a Portfolio's investment practices and additional descriptions of each Portfolio's risks and investments can be found in the Portfolios' SAIs.

Municipal Securities. The two principal classifications of municipal securities are bonds and notes. Municipal bonds are intended to meet longer-term capital needs while municipal notes are intended to fulfill short-term capital needs. Municipal notes generally have original maturities not exceeding one year. Municipal notes include tax anticipation notes, revenue anticipation notes, bond anticipation notes, variable rate demand obligations, and tax-exempt commercial paper.

Municipal bonds are typically classified as "general obligation" or "revenue" or "special obligation" bonds. General obligation bonds are secured by the issuer's pledge of its full faith, credit, and taxing power for the payment of principal and interest. Revenue or special obligation bonds are payable only from the revenues derived from a particular facility or class of facilities or, in some cases, from the proceeds of a special excise or other tax, but not from general tax revenues. Each Portfolio may invest more than 25% of its net assets in revenue bonds, which generally do not have the pledge of the credit of the issuer. The payment of the principal and interest on revenue bonds is dependent solely on the ability of the user of the facilities financed by the bonds to meet its financial obligations and the pledge, if any, of real and personal property financed as security for such payment. Each AllianceBernstein Municipal Portfolio may invest more than 25% of its total assets in securities or obligations that are related in such a way that business or political developments or changes affecting one such security could also affect the others (for example, securities with interest that is paid from projects of a similar type).

The Portfolios may invest in municipal lease obligations. A municipal lease obligation is not backed by the full faith and credit of the issuing municipality, but is usually backed by the municipality's pledge to make annual appropriations for lease payments. Thus, it is possible that a municipality will not appropriate money for lease payments. Additionally, some municipal lease obligations may allow for lease cancellation prior to the maturity date of the security. Municipal lease obligations may be less readily marketable than other municipal securities and some may be illiquid.

Current federal tax law distinguishes between municipal securities issued to finance certain private activities ("private activity bonds") and other municipal securities. Private activity bonds, most of which are AMT-Subject bonds and are also revenue bonds, include bonds issued to finance such projects as airports, housing projects, resource recovery programs, solid waste disposal facilities, and student loan programs. Bonds of certain sectors have special risks. For example, the health-care industry can be affected by federal or state legislation, electric utilities are subject to governmental regulation, and private-activity bonds are not government-backed. Attempts to restructure the tax system may have adverse effects on the value of municipal securities or make them less attractive to investors relative to taxable treatments.

The high tax-free yields sought by the AllianceBernstein Municipal Portfolios are generally obtainable from medium-quality municipal securities rated A or Baa by Moody's Investors Service, Inc. ("Moody's"), or A or BBB by Standard & Poor's ("S&P") or Fitch Ratings ("Fitch"). It is expected that normally no AllianceBernstein Municipal Portfolio, except the **AllianceBernstein High Income Municipal Portfolio** ("High Income Portfolio"), will retain a municipal security downgraded below C by Moody's and CCC by S&P and Fitch, an unrated municipal security determined by the Adviser to have undergone similar credit quality deterioration, or a defaulted municipal security. The Adviser may, however, choose to retain such a security if it determines that doing so is in the best interests of an AllianceBernstein Municipal Portfolio and its shareholders; provided, however, that securities downgraded to below C or CCC or defaulted municipal securities will at no time comprise more than 10% of a Portfolio's net assets. It is generally expected that the AllianceBernstein Intermediate Municipal Portfolios will not retain a security downgraded below B by Moody's, S&P and Fitch or if unrated, determined by the Adviser to have undergone similar credit quality deterioration.

Investment in Below Investment Grade Municipal Securities. The **High Income Portfolio** may invest up to 100% of its assets in below investment grade, tax-exempt securities ("junk bonds"). Other Portfolios may also invest in below investment grade tax-exempt securities. Investments in these securities may be subject to greater risk of loss of principal and interest than higher-rated securities. These securities are also generally considered to be subject to greater market risk than higher-rated securities. The capacity of issuers of these securities to pay interest and repay principal is more likely to weaken than is that of issuers of higher-rated securities in times of deteriorating economic conditions or rising interest rates. In addition, below investment grade securities may be more susceptible to real or perceived adverse economic conditions than investment grade securities.

The market for these securities may be thinner and less active than that for higher-rated securities, which can adversely affect the prices at which these securities can be sold. To the extent that there is no established secondary market for these securities, a Portfolio may experience difficulty in valuing such securities and, in turn, the Portfolio's assets.

Unrated Securities. Unrated municipal securities may be purchased by a Portfolio when the Adviser believes that the financial condition of the issuers of such obligations or the protections afforded by their terms limit risk to a level comparable to that of rated securities that are consistent with the Portfolio's investment policies.

As of the Portfolios' fiscal years ended in 2012, the percentages of the Portfolios' total net assets invested in securities rated in particular rating categories by S&P or, if not rated by S&P, considered by the Adviser to be of equivalent quality to such ratings, and the percentage of the Portfolios' net assets invested in AMT-Subject bonds, were as follows:

Portfolio	AAA	AA	A	BBB	SP-1+	Below Investment Grade	AMT-Subject Bonds*	Pre-refunded	Not Rated
AllianceBernstein Municipal Portfolios:									
National	12.5%	43.4%	23.7%	11.1%	0.0%	1.0%	6.4%	2.1%	7.0%
High Income	6.5	17.1	23.8	29.0	0.0	13.8	16.3	0.9	21.9
California	6.3	37.3	30.9	8.9	0.0	1.1	0.1	13.7	5.6
New York	8.9	42.9	27.5	8.4	0.0	0.9	7.5	4.6	4.0
Arizona	2.1	41.2	24.6	15.6	0.0	0.8	8.9	5.4	8.7
Massachusetts	17.1	36.5	26.9	10.4	0.0	0.0	1.6	4.7	1.7
Michigan	13.0	35.2	20.4	8.8	0.0	1.0	16.4	14.7	5.3
Minnesota	17.8	40.0	35.0	5.2	0.0	0.0	10.5	1.5	0.9
New Jersey	10.3	21.6	24.3	14.3	0.0	2.6	14.0	16.3	5.7
Ohio	9.5	33.3	23.3	9.0	0.0	0.0	8.5	18.3	4.8
Pennsylvania	2.4	40.2	22.5	17.7	0.0	0.4	11.6	7.8	7.5
Virginia	21.7	41.1	14.5	9.0	0.0	0.0	9.5	7.7	3.9
AllianceBernstein Intermediate Municipal Portfolios:									
Intermediate Diversified Municipal	12.4	45.2	31.6	2.9	0.0	0.6	4.7	3.6	1.0
Intermediate California Municipal	2.5	61.6	22.6	4.8	0.0	0.1	7.0	7.1	1.4
Intermediate New York Municipal	20.7	40.3	24.4	6.1	0.0	0.1	3.8	4.1	1.1

* The percentage is as of December 31, 2012.

Insured Securities. The Portfolios may purchase municipal securities that are insured as to the payment of principal and interest under policies issued by certain insurance companies. Historically, insured municipal securities typically received a higher credit rating, which meant that the issuer of the securities paid a lower interest rate. As a result of declines in the credit quality and associated downgrades of most insurers, insurance has less value than it did in the past. The market now values insured municipal securities primarily based on the credit quality of the issuer of the security with little value given to the insurance feature. In purchasing such insured securities, the Adviser evaluates the risk and return of municipal securities through its own research.

If an insurance company's rating is downgraded or the company becomes insolvent, the prices of municipal securities insured by the insurance company may decline. As of the Portfolios' fiscal years ended in 2012, the Portfolios' percentage of total investments in insured bonds and the respective amounts of which are pre-refunded bonds (bonds that are backed or secured by U.S. treasury bonds) were as follows:

Portfolio	Insured Bonds	Pre-Refunded Bonds
AllianceBernstein Municipal Portfolios:		
National Portfolio	26.55%	1.53%
High Income Portfolio	6.42	0.81
California Portfolio	20.93	0.64
Arizona Portfolio	19.06	0.00
Massachusetts Portfolio	7.55	1.49
Michigan Portfolio	9.03	0.00
Minnesota Portfolio	21.24	0.94
New Jersey Portfolio	26.93	8.77
New York Portfolio	22.12	1.99
Ohio Portfolio	16.43	14.46
Pennsylvania Portfolio	17.45	7.53
Virginia Portfolio	7.07	2.97
AllianceBernstein Intermediate Municipal Portfolios:		
Intermediate Diversified Municipal Portfolio	19.95	1.72
Intermediate California Municipal Portfolio	10.69	1.13
Intermediate New York Municipal Portfolio	10.73	1.31

The Adviser believes that downgrades in insurance company ratings or insurance company insolvencies present limited risk to the Portfolios. The generally investment grade underlying credit quality of the insured municipal securities reduces the risk of a significant reduction in the value of the insured municipal security.

Derivatives. Each Portfolio may, but is not required to, use derivatives for hedging or risk management purposes or as part of its investment strategies. Derivatives are financial contracts whose value depends on, or is derived from, the value of an underlying asset, reference rate or index. A Portfolio may use derivatives to earn income and enhance returns, to hedge or adjust the risk profile of its investments, to replace more traditional direct investments and to obtain exposure to otherwise inaccessible markets.

There are four principal types of derivatives—options, futures, forwards and swaps—each of which is described below. Derivatives may be (i) standardized, exchange-traded contracts or (ii) customized, privately negotiated contracts. Exchange-traded derivatives tend to be more liquid and subject to less credit risk than those that are privately negotiated.

A Portfolio's use of derivatives may involve risks that are different from, or possibly greater than, the risks associated with investing directly in securities or other more traditional instruments. These risks include the risk that the value of a derivative instrument may not correlate perfectly, or at all, with the value of the assets, reference rates, or indices that they are designed to track. Other risks include the possible absence of a liquid secondary market for a particular instrument and possible exchange-imposed price fluctuation limits, either of which may make it difficult or impossible to close out a position when desired and the risk that the counterparty will not perform its obligations. Certain derivatives may have a leverage component and involve leverage risk. Adverse changes in the value or level of the underlying asset, note or index can result in a loss substantially greater than the Portfolio's investment (in some cases, the potential loss is unlimited).

The Portfolios' investments in derivatives may include, but are not limited to, the following:

- **Forward Contracts.** A forward contract is an agreement that obligates one party to buy, and the other party to sell, a specific quantity of an underlying commodity or other tangible asset for an agreed-upon price at a future date. A forward contract generally is settled by physical delivery of the commodity or tangible asset to an agreed-upon location (rather than settled by cash) or is rolled forward into a new forward contract, or in the case of a non-deliverable forward, by a cash payment at maturity.

- **Futures Contracts and Options on Futures Contracts.** A futures contract is a standardized, exchange-traded agreement that obligates the buyer to buy and the seller to sell a specified quantity of an underlying asset (or settle for cash the value of a contract based on an underlying asset, rate, or index) at a specific price on the contract maturity date. Options on futures contracts are options that call for the delivery of futures contracts upon exercise. Futures contracts that a Portfolio may buy and sell may include futures contracts on municipal securities, U.S. Government securities and contracts based on an index of municipal securities, U.S. Government securities, or financial indices or reference rates. Options on futures contracts written or purchased by the Intermediate Municipal Portfolios will be traded on U.S. exchanges and will be used only for hedging purposes or to manage the effective maturity or duration of fixed-income securities.

- **Options.** An option is an agreement that, for a premium payment or fee, gives the option holder (the buyer) the right but not the obligation to buy (a "call option") or sell (a "put option") the underlying asset (or settle for cash an amount based on an underlying asset, rate, or index) at a specified price (the exercise price) during a period of time or on a specified date. Investments in options are considered speculative. A Portfolio may lose the premium paid for them if the price of the underlying security or other asset decreased or remained the same (in the case of a call option) or increased or remained the same (in the case of a put option). If a put or call option purchased by a Portfolio were permitted to expire without being sold or exercised, its premium would represent a loss to the Portfolio. The Portfolios' investments in options include the following:

  - Options on Municipal and U.S. Government Securities. In an effort to increase current income and to reduce fluctuations in NAV, the Portfolios may write covered or uncovered put and call options and purchase put and call options on municipal securities, U.S. Government securities and financial indices or reference rates. The Portfolios may also enter into options on the yield "spread" or yield differential between two securities. In contrast to other types of options, this option is based on the difference between the yields of designated securities, futures or other instruments. In addition, the Portfolios may write covered straddles. A straddle is a combination of a call and a put written on the same underlying security. In purchasing an option on securities, a Portfolio would be in a position to realize a gain if, during the option period, the price of the underlying securities increased (in the case of a call) or decreased (in the case of a put) by an amount in excess of the premium paid; otherwise the Portfolio would experience a loss not greater than the premium paid for the option. Thus, a Portfolio would realize a loss if the price of the underlying security declined or remained the same (in the case of a call) or increased or remained the same (in the case of a put) or otherwise did not increase (in the case of a put) or decrease (in the case of a call) by more than the amount of the premium. If a put or call option purchased by a Portfolio were permitted to expire without being sold or exercised, its premium would represent a loss to the Portfolio.

    A Portfolio that purchases or writes privately negotiated options on securities will effect such transactions only with investment dealers and other financial institutions (such as commercial banks or savings and loan institutions) deemed creditworthy by the Adviser. The Adviser has adopted procedures for monitoring the creditworthiness of such counterparties.

    None of the Intermediate Municipal Portfolios will write any option if, immediately thereafter, the aggregate value of the Portfolio's securities subject to outstanding options will exceed 25% of its net assets.

  - Options on Municipal and U.S. Government Securities Indices. An option on a securities index is similar to an option on a security except that, rather than taking or making delivery of a security at a specified price, an option on a securities index gives the holder the right to receive, upon exercise of the option, an amount of cash if the closing level of the chosen index is greater than (in the case of a call) or less than (in the case of a put) the exercise price of the option.

- **Swap Transactions.** A swap is an agreement that obligates two parties to exchange a series of cash flows at specified intervals (payment dates) based upon or calculated by reference to changes in specified prices or rates (*e.g.*, interest rates in the case of interest rate swaps) for a specified amount of an underlying asset (the "notional" principal amount). The notional principal amount is used solely to calculate the payment stream, but is not exchanged. Most swaps are entered into on a net basis (*i.e.*, the two payment streams are netted out, with the Portfolio receiving or paying, as the case may be, only the net amount of the two payments). Payments received by a Portfolio from swap agreements will result in taxable income, either as ordinary income or capital gains, rather than tax-exempt income, which will increase the amount of taxable distributions received by shareholders. The Portfolios' investments in swap transactions include the following:

  - Interest Rate Swaps, Swaptions, Caps and Floors. Interest rate swaps involve the exchange by a Portfolio with another party of payments calculated by reference to specified interest rates (*e.g.*, an exchange of floating rate payments for fixed rate payments). Unless there is a counterparty default, the risk of loss to the Portfolio from interest rate swap transactions is limited to the net amount of interest payments that the Portfolio is contractually obligated to make. If the counterparty to an interest rate swap transaction defaults, the Portfolio's risk of loss consists of the net amount of interest payments that the Portfolio contractually is entitled to receive.

An option on a swap agreement, also called a "swaption", is an option that gives the buyer the right, but not the obligation, to enter into a swap on a future date in exchange for paying a market-based "premium". A receiver swaption gives the owner the right to receive the total return of a specified asset, reference rate, or index. A payer swaption gives the owner the right to pay the total return of a specified asset, reference rate, or index. Swaptions also include options that allow an existing swap to be terminated or extended by one of the counterparties.

The purchase of an interest rate cap entitles the purchaser, to the extent that a specified index exceeds a predetermined interest rate, to receive payments of interest on a contractually-based principal amount from the party selling the interest rate cap. The purchase of an interest rate floor entitles the purchaser, to the extent that a specified index falls below a predetermined interest rate, to receive payments of interest on an agreed principal amount from the party selling the interest rate floor. Caps and floors may be less liquid than swaps.

There is no limit on the amount of interest rate transactions that may be entered into by a Portfolio. The value of these transactions will fluctuate based on changes in interest rates.

Interest rate swap, swaption, cap or floor transactions may be used to preserve a return or spread on a particular investment or portion of a Portfolio's portfolio or to protect against an increase in the price of securities the Portfolio anticipates purchasing at a later date. Interest rate swaps may also be used to leverage a Portfolio's investments by creating positions that are functionally similar to purchasing a municipal or other fixed-income security but may only require payments to a swap counterparty under certain circumstances and allow the Portfolio to efficiently increase (or decrease) its duration and income. The Intermediate Municipal Portfolios may enter into these transactions as a duration management technique.

The Intermediate Municipal Portfolios will enter into interest rate swap, swaption, cap or floor transactions only with counterparties whose debt securities (or whose guarantors' debt securities) are rated at least A (or the equivalent) by at least one national recognized statistical rating organization ("NRSRO") and are on the Adviser's approved list of swap counterparties for that Portfolio.

– Inflation (CPI) Swaps. Inflation swap agreements are contracts in which one party agrees to pay the cumulative percentage increase in a price index (the Consumer Price Index with respect to CPI swaps) over the term of the swap (with some lag on the inflation index), and the other pays a compounded fixed rate. Inflation swap agreements may be used to protect the NAV of a Portfolio against an unexpected change in the rate of inflation measured by an inflation index since the value of these agreements may be expected to increase if unexpected inflation increases. A Portfolio will enter into inflation swaps on a net basis. The values of inflation swap agreements are expected to change in response to changes in real interest rates. Real interest rates are tied to the relationship between nominal interest rates and the rate of inflation. If nominal interest rates increase at a faster rate than inflation, real interest rates may rise, leading to a decrease in value of an inflation swap agreement.

– Credit Default Swap Agreements. The "buyer" in a credit default swap contract is obligated to pay the "seller" a periodic stream of payments over the term of the contract in return for a contingent payment upon the occurrence of a credit event with respect to an underlying reference obligation. Generally, a credit event means bankruptcy, failure to pay, obligation acceleration or restructuring. A Portfolio may be either the buyer or seller in the transaction. As a seller, a Portfolio receives a fixed rate of income throughout the term of the contract, which typically is between one month and ten years, provided that no credit event occurs. If a credit event occurs, a Portfolio typically must pay the contingent payment to the buyer, which will be either (i) the "par value" (face amount) of the reference obligation in which case the Portfolio will receive the reference obligation in return or (ii) an amount equal to the difference between the par value and the current market value of the reference obligation. The periodic payments previously received by the Portfolio, coupled with the value of any reference obligation received, may be less than the full amount it pays to the buyer, resulting in a loss to the Portfolio. If the reference obligation is a defaulted security, physical delivery of the security will cause a Portfolio to hold a defaulted security. If a Portfolio is a buyer and no credit event occurs, the Portfolio will lose its periodic stream of payments over the term of the contract. However, if a credit event occurs, the buyer typically receives full notional value for a reference obligation that may have little or no value.

Credit default swaps may involve greater risks than if a Portfolio had invested in the reference obligation directly. Credit default swaps are subject to general market risk, liquidity risk and credit risk.

The Intermediate Municipal Portfolios will enter into credit default swap transactions only with counterparties whose debt securities (or whose guarantors' debt securities) are rated at least A (or the equivalent) by at least one NRSRO and are on the Adviser's approved list of swap counterparties for that Portfolio. These Portfolios will not enter into a credit default swap that provides for physical delivery of the underlying obligation if, at the time of entering into the swap, such delivery would result in a Portfolio investing more than 20% of its total assets in securities rated lower than A by a NRSRO. A subsequent deterioration of the credit quality of the underlying obligation will not cause a Portfolio to dispose of the credit default swap.

Forward Commitments. Each Portfolio may purchase or sell municipal securities on a forward commitment basis. Forward commitments for the purchase or sale of securities may include purchases on a "when-issued" basis or purchases or sales on a "delayed delivery" basis. In some cases, a forward commitment may be conditioned upon the occurrence of a subsequent event, such as approval and consummation of a merger, corporate reorganization or debt restructuring or approval of a proposed financing by appropriate authorities (*i.e.*, a "when, as and if issued" trade).

When forward commitments with respect to fixed-income securities are negotiated, the price, which is generally expressed in yield terms, is fixed at the time the commitment is made, but payment for and delivery of the securities take place at a later date. Securities purchased or sold under a forward commitment are subject to market fluctuation, and no interest or dividends accrue to the purchaser prior to the settlement date. There is the risk of loss if the value of either a purchased security declines before the settlement date or the security sold increases before the settlement date. The use of forward commitments helps a Portfolio to protect against anticipated changes in interest rates and prices.

Illiquid Securities. Under current Securities and Exchange Commission (the "SEC") guidelines, each Portfolio limits its investments in illiquid securities to 15% of its net assets. The term "illiquid securities" for this purpose means securities that cannot be disposed of within seven days in the ordinary course of business at approximately the amount a Portfolio has valued the securities. A Portfolio that invests in illiquid securities may not be able to sell such securities and may not be able to realize their full value upon sale. Restricted securities (securities subject to legal or contractual restrictions on resale) may be illiquid. Some restricted securities (such as securities issued pursuant to Rule 144A under the Securities Act of 1933 or certain commercial paper) may be treated as liquid, although they may be less liquid than registered securities traded on established secondary markets.

Investments in Exchange-Traded Funds and Other Investment Companies. Each of the Portfolios, except the Intermediate Municipal Portfolios, may invest in shares of exchange-traded funds ("ETFs"), subject to the restrictions and limitations of the Investment Company Act of 1940 (the "1940 Act"), or any applicable rules, exemptive orders or regulatory guidance thereunder. ETFs are pooled investment vehicles, which may be managed or unmanaged, that generally seek to track the performance of a specific index. ETFs will not track their underlying indices precisely since the ETFs have expenses and may need to hold a portion of their assets in cash, unlike the underlying indices, and the ETFs may not invest in all of the securities in the underlying indices in the same proportion as the indices for varying reasons. A Portfolio will incur transaction costs when buying and selling ETF shares, and indirectly bear the expenses of the ETFs. In addition, the market value of an ETF's shares, which is based on supply and demand in the market for the ETF's shares, may differ from their NAV. Accordingly, there may be times when an ETF's shares trade at a discount or premium to its NAV.

Each Portfolio, except the Intermediate Municipal Portfolios, may also invest in investment companies other than ETFs, as permitted by the 1940 Act or the rules and regulations thereunder. As with ETF investments, if the Portfolio acquires shares in other investment companies, shareholders would bear, indirectly, the expenses of such investment companies (which may include management and advisory fees), which are in addition to the Portfolio's expenses. The Portfolios, except the Intermediate Municipal Portfolios intend to invest uninvested cash balances in an affiliated money market fund as permitted by Rule 12d1-1 under the 1940 Act.

Mortgage-Related Securities. A Portfolio may invest in mortgage-related securities. Mortgage-related securities include mortgage pass-through securities, collateralized mortgage obligations ("CMOs"), commercial mortgage-backed securities, mortgage dollar rolls, CMO residuals, stripped mortgage-backed securities ("SMBSs") and other securities that directly or indirectly represent a participation in or are secured by and payable from mortgage loans on real property. These securities may be issued or guaranteed by the U.S. Government or one of its sponsored entities or may be issued by private organizations.

The value of mortgage-related securities may be particularly sensitive to changes in prevailing interest rates. Early payments of principal on some mortgage-related securities may occur during periods of falling mortgage interest rates and expose the Portfolio to a lower rate of return upon reinvestment of principal. Early payments associated with mortgage-related securities cause these securities to experience significantly greater price and yield volatility than is experienced by traditional fixed-income securities. During periods of rising interest rates, a reduction in prepayments may increase the effective life of mortgage-related securities, subjecting them to greater risk of decline in market value in response to rising interest rates. If the life of a mortgage-related security is inaccurately predicted, the Portfolio may not be able to realize the rate of return it expected.

One type of SMBS has one class receiving all of the interest from the mortgage assets (the interest-only, or "IO" class). The yield to maturity on an IO class is extremely sensitive to the rate of principal payments (including prepayments) on the underlying mortgage assets, and a rapid rate of principal payments may have a material adverse effect on the Portfolio's yield to maturity from these securities.

Preferred Stock. Each Portfolio may invest in preferred stock. Preferred stock is subordinated to any debt the issuer has outstanding. Accordingly, preferred stock dividends are not paid until all debt obligations are first met. Preferred stock may be subject to more fluctuations in market value, due to changes in market participants' perceptions of the issuer's ability to continue to pay dividends, than debt of the same issuer.

Repurchase Agreements and Buy/Sell Back Transactions. A Portfolio may enter into repurchase agreements in which a Portfolio purchases a security from a bank or broker-dealer, which agrees to repurchase the security from the Portfolio at an agreed-upon future date, normally a day or a few days later. The purchase and repurchase transactions are transacted under one agreement. The resale price is greater than the purchase price, reflecting an agreed-upon interest rate for the period the buyer's money is invested in the security. Such agreements permit a Portfolio to keep all of its assets at work while retaining "overnight" flexibility in pursuit of investments of a longer-term nature. If the bank or broker-dealer defaults on its repurchase obligation, a Portfolio would suffer a loss to the extent that the proceeds from the sale of the security were less than the repurchase price.

A Portfolio may enter into buy/sell back transactions, which are similar to repurchase agreements. In this type of transaction, a Portfolio enters a trade to buy securities at one price and simultaneously enters a trade to sell the same securities at another price on a specified date. Similar to a repurchase agreement, the repurchase price is higher than the sale price and reflects current interest rates. Unlike a repurchase agreement, however, the buy/sell back transaction is considered two separate transactions.

Structured Products. A Portfolio may invest in certain hybrid derivatives-type investments that combine a traditional stock or bond with, for example, a futures contract or an option. These investments include structured notes and indexed securities, commodity-linked notes and commodity index-linked notes and credit-linked securities. The performance of the structured product, which is generally a fixed-income security, is tied (positively or negatively) to the price or prices of an unrelated reference indicator such as a security or basket of securities, currencies, commodities, a securities or commodities index or a credit default swap or other kinds of swaps. The structured product may not pay interest or protect the principal invested. The structured product or its interest rate may be a multiple of the reference indicator and, as a result, may be leveraged and move (up or down) more rapidly than the reference indicator. Investments in structured products may provide a more efficient and less expensive means of investing in underlying securities, commodities or other derivatives, but may potentially be more volatile, less liquid and carry greater market risk than investments in traditional securities. The purchase of a structured product also exposes a Portfolio to the credit risk of the structured product.

Structured notes are derivative debt instruments. The interest rate or principal of these notes is determined by reference to an unrelated indicator (for example, a currency, security, or indices thereof) unlike a typical note where the borrower agrees to make fixed or floating interest payments and to pay a fixed sum at maturity. Indexed securities may include structured notes as well as securities other than debt securities, the interest or principal of which is determined by an unrelated indicator.

Commodity-linked notes and commodity index-linked notes provide exposure to the commodities markets. These are derivative securities with one or more commodity-linked components that have payment features similar to commodities futures contracts, commodity options, commodity indices or similar instruments. Commodity-linked products may be either equity or debt securities, leveraged or unleveraged, and have both security and commodity-like characteristics. A portion of the value of these instruments may be derived from the value of a commodity, futures contract, index or other economic variable.

A Portfolio may also invest in certain hybrid derivatives-type investments that combine a traditional bond with certain derivatives such as a credit default swap, an interest rate swap or other securities. These investments include credit-linked securities. The issuers of these securities frequently are limited purpose trusts or other special purpose vehicles that invest in a derivative instrument or basket of derivative instruments in order to provide exposure to certain fixed -income markets. For instance, a Portfolio may invest in credit-linked securities as a cash management tool to gain exposure to a certain market or to remain fully invested when more traditional income-producing securities are not available. The performance of the structured product, which is generally a fixed-income security, is linked to the receipt of payments from the counterparties to the derivatives instruments or other securities. A Portfolio's investments in credit-linked securities are indirectly subject to the risks associated with derivative instruments, including, among others, credit risk, default risk, counterparty risk, interest rate risk and leverage risk. These securities are generally structured as Rule 144A securities so that they may be freely traded among institutional buyers. However, changes in the market for credit-linked securities or the availability of willing buyers may result in the securities becoming illiquid.

Tender Option Bond Transactions. A Portfolio, including, in particular, the High Income Portfolio, may enter into TOBs in which a Portfolio may sell a highly-rated municipal security to a broker, which, in turn, deposits the bond into a special purpose vehicle, which is generally organized as a trust, sponsored by the broker (the "Trust"). The Portfolio receives cash and a residual interest security (sometimes referred to as "inverse floaters") issued by the Trust in return. The Trust simultaneously issues securities that pay an interest rate that is reset each week based on an index of high-grade short-term demand notes. These securities (sometimes referred to as "floaters") are bought by third parties, including tax-exempt money market funds, and can be tendered by these holders to a liquidity provider at par, unless certain events occur. Under certain circumstances, the Trust may be terminated or collapsed, either by the Portfolio or upon the occurrence of certain events, such as a downgrade in the credit quality of the underlying bond or in the event holders of the floaters tender their securities to the liquidity provider. The Portfolio continues to earn all the interest from the transferred bond less the amount of interest paid on the floaters and the expenses of the Trust, which include payments to the trustee and the liquidity provider and organizational costs. The Portfolio uses the cash received from the transaction for investment purposes, which involves leverage risk. For a discussion of the risks of TOBs, see "Leverage" below.

Variable, Floating and Inverse Floating Rate Instruments. Variable and floating rate securities pay interest at rates that are adjusted periodically according to a specified formula. A "variable" interest rate adjusts at predetermined intervals (*e.g.*, daily, weekly, or monthly), while a "floating" interest rate adjusts whenever a specified benchmark rate (such as the bank prime lending rate) changes.

The Portfolios may invest in inverse floating rate instruments ("inverse floaters"). The interest rate on an inverse floater resets in the opposite direction from the market rate of interest to which the inverse floater is indexed. An inverse floater may have greater volatility in market value in that, during periods of rising interest rates, the market values of inverse floaters will tend to decrease more rapidly than those of fixed rate securities.

Zero-Coupon Securities. Zero-coupon securities are debt securities that have been issued without interest coupons or stripped of their unmatured interest coupons, and include receipts or certificates representing interests in such stripped debt obligations and coupons. Such a security pays no interest to its holder during its life. Its value to an investor consists of the difference between its face value at the time of maturity and the price for which it was acquired, which is generally an amount significantly less than its face value. Such securities usually trade at a deep discount from their face or par value and are subject to greater fluctuations in market value in response to changing interest rates than debt obligations of comparable maturities and credit quality that make current distributions of interest. On the other hand, because there are no periodic interest payments to be reinvested prior to maturity, these securities eliminate reinvestment risk and "lock in" a rate of return to maturity.

Leverage. The Portfolios may use leverage for investment purposes to seek to enhance the yield and NAV attributable to their shares. In particular, a Portfolio may enter into such transactions as TOB transactions and interest rate swaps. This means that the Portfolios use cash made available during the term of these transactions to make other investments or to make investments through interest rate swaps that are functionally equivalent to the purchase of a fixed-income security. The utilization of leverage, which is considered speculative, involves certain risks for the Portfolios' shareholders. These risks include a higher volatility of the NAV of the Portfolios' shares and the relatively greater effect on their NAV. So long as the Portfolios are able to realize a net return on their investments that is higher than the carrying costs of the leveraged transaction, the effect of leverage will be to cause the Portfolios' shareholders to realize a higher current net investment income than if the Portfolios were not leveraged. If the carrying costs of leveraged transactions approach the return on the Portfolios' investments made through leverage, the benefit of leverage to the Portfolios' shareholders will be reduced. If the carrying costs of leveraged transactions were to exceed the return to shareholders, the Portfolios' use of leveraged transactions would result in a lower rate of return. In an extreme case, if a Portfolio's current investment income were not sufficient to meet the carrying costs of leveraged transactions, it could be necessary for the Portfolio to liquidate certain of its investments in adverse circumstances, potentially significantly reducing its NAV.

During periods of rising short-term interest rates, the interest paid on floaters in TOBs would increase, which may adversely affect a Portfolio's net return. If rising short-term rates coincide with a period of rising long-term rates, the value of the long-term municipal bonds purchased with the proceeds of leverage would decline, adversely affecting the Portfolio's NAV. In certain circumstances, adverse changes in interest rates or other events could cause a TOB Trust to terminate or collapse, potentially requiring a Portfolio to liquidate longer-term municipal securities at unfavorable prices to meet the Trust's outstanding obligations.

Future Developments. A Portfolio may take advantage of other investment practices that are not currently contemplated for use by the Portfolio, or are not available but may yet be developed, to the extent such investment practices are consistent with the Portfolio's investment objective and legally permissible for the Portfolio. Such investment practices, if they arise, may involve risks that exceed those involved in the activities described above.

Changes in Investment Objective and Policies. Each Portfolio's Board of Directors/Trustees (the "Board") may change a Portfolio's investment objective without shareholder approval. A Portfolio will provide shareholders with 60 days' prior written notice of any change to the Portfolio's investment objective. All of the Portfolios have a fundamental policy to invest at least 80% of their net assets in municipal securities and will not change this policy without shareholder approval. Unless otherwise noted, all other investment policies of the Portfolios may be changed without shareholder approval.

Temporary Defensive Position. For temporary defensive purposes to attempt to respond to adverse market, economic, political, or other conditions, each Portfolio may invest without limit in other municipal securities that are in all other respects consistent with the Portfolio's investment policies. For temporary defensive purposes, each Portfolio also may invest without limit in high-quality municipal notes or variable rate demand obligations, or in taxable cash equivalents. While the Portfolios are investing for temporary defensive purposes, they may not achieve their investment objective.

Portfolio Holdings. A description of the Portfolios' policies and procedures with respect to the disclosure of the Portfolios' portfolio securities is available in the Portfolios' SAIs.

This section discusses how to buy, sell or redeem, or exchange different classes of shares in a Portfolio that are offered in this Prospectus. The Portfolios offer three classes of shares through this Prospectus, except for **National Portfolio, California Portfolio** and **New York Portfolio**, which offer four classes of shares through this Prospectus.

Each share class represents an investment in the same portfolio of securities, but the classes may have different sales charges and bear different ongoing distribution expenses. For additional information on the differences between the different classes of shares and factors to consider when choosing among them, please see "The Different Share Class Expenses" and "Choosing a Share Class" below. **Only Class A shares offer Quantity Discounts on sales charges,** as described below.

HOW TO BUY SHARES

The purchase of a Portfolio's shares is priced at the next-determined NAV after your order is received in proper form.

Class A, Class B and Class C Shares – Shares Available to Retail Investors

Effective January 31, 2009, sales of Class B shares of a Portfolio to new investors were suspended. Class B shares may only be purchased (i) by existing Class B shareholders as of January 31, 2009, (ii) through exchange of Class B shares from another AllianceBernstein Mutual Fund, or (iii) as otherwise described below.

You may purchase a Portfolio's Class A, Class B, or Class C shares through financial intermediaries, such as broker-dealers or banks. You also may purchase shares directly from the Portfolios' principal underwriter, AllianceBernstein Investments, Inc., or ABI. These purchases may be subject to an initial sales charge, an asset-based sales charge or CDSC, as described below.

Purchase Minimums and Maximums

Minimums:*

—Initial:	$2,500
—Subsequent:	$ 50

* Purchase minimums may not apply to some accounts established in connection with the Automatic Investment Program and to some retirement-related investment programs. These investment minimums also do not apply to persons participating in a fee-based program sponsored and maintained by a registered broker-dealer or other financial intermediary and approved by ABI.

Maximums:

—Class A Shares	None
—Class B Shares	$100,000
—Class C Shares	$500,000

Other Purchase Information

Your broker or financial advisor must receive your purchase request by the Portfolio Closing Time which is the close of regular trading on any day the Exchange is open (ordinarily 4:00 p.m., Eastern time, but sometimes earlier, as in the case of scheduled half-day trading or unscheduled suspensions of trading) and submit it to the Portfolio by a pre-arranged time for you to receive the next-determined NAV, less any applicable initial sales charge.

If you are an existing Portfolio shareholder and you have completed the appropriate section of the Mutual Fund Application, you may purchase additional shares by telephone with payment by electronic funds transfer in amounts not exceeding $500,000. AllianceBernstein Investor Services, Inc., or ABIS, must receive and confirm telephone requests before the Portfolio Closing Time to receive that day's public offering price. Call 800-221-5672 to arrange a transfer from your bank account.

Retirement Plans, Tax-Deferred Accounts and Employee Benefit Plans

Special eligibility rules apply to these types of investments. Although the Portfolios offer their shares to various types of tax-deferred accounts as described below, investments in the Portfolios may not be appropriate for tax-deferred accounts because the Portfolios' returns consist primarily of tax-exempt interest income. Except as indicated, there are no investment minimums for the plans listed below. Class A shares are available to:

- traditional and Roth IRAs (the minimums listed in the table above apply);
- SEPs, SAR-SEPs, SIMPLE IRAs, and individual 403(b) plans;
- all 401(k) plans, 457 plans, employer-sponsored 403(b) plans, profit-sharing and money purchase pension plans, defined benefit plans, and non-qualified deferred compensation plans where plan level or omnibus accounts are held on the books of the Portfolio ("group retirement plans") with assets of $1,000,000 or more;
- AllianceBernstein-sponsored Coverdell Education Savings Accounts ($2,000 initial investment minimum, $150 Automatic Investment Program monthly minimum);
- AllianceBernstein-sponsored group retirement plans;
- AllianceBernstein Link, AllianceBernstein Individual 401(k), and AllianceBernstein SIMPLE IRA plans with at least $250,000 in plan assets and 100 employees; and
- certain defined contribution retirement plans that do not have plan level or omnibus accounts on the books of a Portfolio.

Group retirement plans that selected Class B shares as an investment alternative under their plan before September 2, 2003 may continue to purchase Class B shares.

Class C shares are available to AllianceBernstein Link, AllianceBernstein Individual 401(k), and AllianceBernstein SIMPLE IRA plans with less than $250,000 in plan assets and 100 employees and to group retirement plans with plan assets of less than $1,000,000.

IRA custodians, plan sponsors, plan fiduciaries and other intermediaries may establish their own eligibility requirements as to the purchase, sale or exchange of Portfolio shares, including minimum and maximum investment requirements.

Advisor Class Shares

You may purchase Advisor Class shares through your financial advisor at NAV. Only the National Portfolio, High Income Municipal Portfolio, California Portfolio, and the New York Portfolio offer Advisor Class shares. Advisor Class shares may be purchased and held solely:

- through accounts established under a fee-based program, sponsored and maintained by a registered broker-dealer or other financial intermediary and approved by ABI;
- through a defined contribution employee benefit plan (*e.g.*, a 401(k) plan) that has at least $10,000,000 in assets and that purchases shares directly without the involvement of a financial intermediary; and
- by investment advisory clients of, and certain other persons associated with, the Adviser and its affiliates or the Portfolios.

The Portfolios' SAIs have more information about who may purchase and hold Advisor Class Shares.

Required Information

A Portfolio is required by law to obtain, verify and record certain personal information from you or persons on your behalf in order to establish an account. Required information includes name, date of birth, permanent residential address and taxpayer identification number (for most investors, your social security number). A Portfolio may also ask to see other identifying documents. If you do not provide the information, the Portfolio will not be able to open your account. If a Portfolio is unable to verify your identity, or that of another person(s) authorized to act on your behalf, or, if the Portfolio believes it has identified potentially criminal activity, the Portfolio reserves the right to take action it deems appropriate or as required by law, which may include closing your account. If you are not a U.S. citizen or resident alien, your account must be affiliated with a Financial Industry Regulatory Authority, or FINRA, member firm.

A Portfolio is required to withhold 28% of taxable dividends, capital gains distributions, and redemptions paid to any individual shareholder who has not provided the Portfolio with his or her correct taxpayer identification number. To avoid this, you must provide your correct tax identification number on your Mutual Fund Application.

General

ABI may refuse any order to purchase shares. Each Portfolio reserves the right to suspend the sale of its shares to the public in response to conditions in the securities markets or for other reasons.

THE DIFFERENT SHARE CLASS EXPENSES

This section describes the different expenses of investing in each class and explains factors to consider when choosing a class of shares. The expenses can include distribution and/or service (Rule 12b-1) fees, initial sales charges and/or CDSCs. **Only Class A shares offer Quantity Discounts,** as described below.

Asset-Based Sales Charges or Distribution and/or Service (Rule 12b-1) Fees

WHAT IS A RULE 12b-1 FEE?

A Rule 12b-1 fee is a fee deducted from a Portfolio's assets that is used to pay for personal service, maintenance of shareholder accounts and distribution costs, such as advertising and compensation of financial intermediaries. Each Portfolio has adopted a plan under Rule 12b-1 under the 1940 Act that allows the Portfolio to pay asset-based sales charges or distribution and/or service fees for the distribution and sale of its shares. The amount of each share class's Rule 12b-1 fee, if any, is disclosed below and in the relevant Portfolio's fee table in the Summary Information section above.

The amount of Rule 12b-1 and/or service fees for each class of a Portfolio's shares is up to:

	Distribution and/or Service (Rule 12b-1) Fee (as a Percentage of Aggregate Average Daily Net Assets)
Class A	0.30%
Class B	1.00%
Class C	1.00%
Advisor Class	None

Because these fees are paid out of a Portfolio's assets on an ongoing basis, over time these fees will increase the cost of your investment and may cost you more than paying other types of sales fees. Class B and Class C shares are subject to higher Rule 12b-1 fees than Class A shares. Class B shares are subject to these higher fees for a period of six years, after which they convert to Class A shares. Because higher fees mean a higher expense ratio, Class B and Class C shares pay correspondingly lower dividends and may have a lower NAV (and returns) than Class A shares. All or some of these fees may be paid to financial intermediaries, including your financial advisor's firm.

Sales Charges

Class A Shares

You can purchase Class A shares at their public offering price (or cost), which is NAV plus an initial sales charge of up to 3.00% of the offering price. Any applicable sales charge will be deducted directly from your investment. Larger investments are subject to "breakpoints" or "quantity discounts" as discussed below. Purchases of Class A shares in the amount of $500,000 or more or by AllianceBernstein or non-AllianceBernstein sponsored group retirement plans are not subject to an initial sales charge but may be subject to a 1% CDSC if redeemed or terminated within one year.

The initial sales charge you pay each time you buy Class A shares differs depending on the amount you invest and may be reduced or eliminated for larger purchases as indicated below. These discounts, which are also known as **Breakpoints or Quantity Discounts**, can reduce or, in some cases, eliminate the initial sales charges that would otherwise apply to your investment in Class A shares.

The sales charge schedule of Class A share **Quantity Discounts** is as follows:

	Initial Sales Charge	
Amount Purchased	as % of Net Amount Invested	as % of Offering Price
Up to $100,000	3.09%	3.00%
$100,000 up to $250,000	2.04	2.00
$250,000 up to $500,000	1.01	1.00
$500,000 and above	0.00	0.00

Class A Share Purchases not Subject to Sales Charges. The Portfolios may sell their Class A shares at NAV without an initial sales charge to some categories of investors, including:

- AllianceBernstein Link, AllianceBernstein Individual 401(k), and AllianceBernstein SIMPLE IRA plans with at least $250,000 in plan assets or 100 employees;
- persons participating in a fee-based program, sponsored and maintained by a registered broker-dealer or other financial intermediary and approved by ABI, under which persons pay an asset-based fee for services in the nature of investment advisory or administrative services or clients of broker-dealers or other financial intermediaries approved by ABI who purchase Class A shares for their own accounts through an omnibus account with the broker-dealers or other financial intermediaries;
- plan participants who roll over amounts distributed from employer maintained retirement plans to AllianceBernstein-sponsored IRAs where the plan is a client of or serviced by the Advisor's Institutional Investment Management Division or Bernstein Global Wealth Management Division, including subsequent contributions to those IRAs; or
- certain other investors, such as investment management clients of the Adviser or its affiliates, including clients and prospective clients of the Adviser's AllianceBernstein Institutional Investment Management Division, employees of selected dealers authorized to sell a Portfolio's shares and employees of the Adviser.

Please see the Portfolios' SAIs for more information about purchases of Class A shares without sales charges.

Class B Shares

Effective January 31, 2009, sales of Class B shares of a Portfolio to new investors were suspended. Class B shares may only be purchased (i) by existing Class B shareholders as of January 31, 2009, (ii) through exchange of Class B shares from another AllianceBernstein Mutual Fund, or (iii) as otherwise described below. The High Income Municipal Portfolio does not offer Class B shares.

You can purchase Class B shares at NAV without an initial sales charge. This means that the full amount of your purchase is invested in the Portfolio. Your investment is subject to a CDSC if you redeem shares within three years of purchase. The CDSC varies depending on the number of years you hold the shares. The CDSC amounts for Class B shares are:

Year Since Purchase	CDSC
First	3.00%
Second	2.00%
Third	1.00%
Fourth and thereafter	None

If you exchange your shares for the Class B shares of another AllianceBernstein Mutual Fund, the CDSC also will apply to the Class B shares received. If you redeem your shares and directly invest the proceeds in units of CollegeBound*fund*, the CDSC will apply to the units of CollegeBound*fund*. The CDSC period begins with the date of your original purchase, not the date of exchange for the other Class B shares or purchase of CollegeBound*fund* units.

Class B shares purchased for cash automatically convert to Class A shares six years after the end of the month of your purchase. If you purchase shares by exchange for the Class B shares of another AllianceBernstein Mutual Fund, the conversion period runs from the date of your original purchase.

Class C Shares

You can purchase Class C shares at NAV without an initial sales charge. This means that the full amount of your purchase is invested in a Portfolio. Your investment is subject to a 1% CDSC if you redeem your shares within 1 year. If you exchange your shares for the Class C shares of another AllianceBernstein Mutual Fund, the 1% CDSC also will apply to the Class C shares received. If you redeem your shares and directly invest the proceeds in units of CollegeBound*fund*, the CDSC will apply to the units of CollegeBound*fund*. The 1-year period for the CDSC begins with the date of your original purchase, not the date of the exchange for the other Class C shares or purchase of CollegeBound*fund* units.

Class C shares do not convert to any other class of shares of a Portfolio.

HOW IS THE CDSC CALCULATED?

The CDSC is applied to the lesser of NAV at the time of redemption or the original cost of shares being redeemed (or, as to Portfolio shares acquired through an exchange, the cost of the AllianceBernstein Mutual Fund shares originally purchased for cash). This means that no sales charge is assessed on increases in NAV above the initial purchase price. Shares obtained from dividend or distribution reinvestment are not subject to the CDSC. In determining the CDSC, it will be assumed that the redemption is, first, of any shares not subject to a CDSC and, second, of shares held the longest.

Advisor Class Shares

You may purchase Advisor Class shares through your financial advisor. Advisor Class shares are not subject to any initial or contingent sales charges, although your financial advisor may charge a fee.

SALES CHARGE REDUCTION PROGRAMS FOR CLASS A SHARES

This section includes important information about sales charge reduction programs available to investors in Class A shares and describes information or records you may need to provide to a Portfolio or your financial intermediary in order to be eligible for sales charge reduction programs.

Information about sales charge reduction programs also is available free of charge and in a clear and prominent format on our website at www.AllianceBernstein.com (click on "AllianceBernstein Mutual Fund Investors—U.S." then "Investor Resources—Understanding Sales Charges").

Rights of Accumulation

To determine if a new investment in Class A shares is eligible for a **Quantity Discount,** a shareholder can combine the value of the new investment in a Portfolio with the higher of cost or NAV of existing investments in the Portfolio, any other AllianceBernstein Mutual Fund, any AllianceBernstein Institutional Fund and certain CollegeBound*fund* accounts for which the shareholder, his or her spouse or domestic partner, or child under the age of 21 is the participant. The AllianceBernstein Mutual Funds use the higher of cost or current NAV of your existing investments when combining them with your new investment.

Combined Purchase Privileges

A shareholder may qualify for a **Quantity Discount** by combining purchases of shares of a Portfolio into a single "purchase". A "purchase" means a single purchase or concurrent purchases of shares of a Portfolio or any other AllianceBernstein Mutual Fund, including any AllianceBernstein Institutional Fund, by:

- an individual, his or her spouse or domestic partner, or the individual's children under the age of 21 purchasing shares for his, her or their own account(s), including certain CollegeBound*fund* accounts;
- a trustee or other fiduciary purchasing shares for a single trust, estate or single fiduciary account with one or more beneficiaries involved;
- the employee benefit plans of a single employer; or
- any company that has been in existence for at least six months or has a purpose other than the purchase of shares of the Portfolio.

Letter of Intent

An investor may not immediately invest a sufficient amount to reach a **Quantity Discount,** but may plan to make one or more additional investments over a period of time that, in the end, would qualify for a **Quantity Discount.** For these situations, the Portfolios offer a **Letter of Intent,** which permits new investors to express the intention, in writing, to invest at least $100,000 in Class A shares of the fund or any AllianceBernstein Mutual Fund within 13 months. The Portfolio will then apply the **Quantity Discount** to each of the investor's purchases of Class A shares that would apply to the total amount stated in the **Letter of Intent**. In the event an existing investor chooses to initiate a **Letter of Intent**, the AllianceBernstein Mutual Funds will use the higher of cost or current NAV of the investor's existing investments and of those accounts with which investments are combined via **Combined Purchase Privileges** toward the fulfillment of the **Letter of Intent.** For example, if the combined cost of purchases totaled $80,000 and the current NAV of all applicable accounts is $85,000 at the time a $100,000 **Letter of Intent** is initiated, the subsequent investment of an additional $15,000 would fulfill the **Letter of Intent.** If an investor fails to invest the total amount stated in the **Letter of Intent**, the fund will retroactively collect the sales charge otherwise applicable by redeeming shares in the investor's account at their then current NAV. Investors qualifying for a **Combined Purchase Privilege** may purchase shares under a single **Letter of Intent**.

Required Shareholder Information and Records

In order for shareholders to take advantage of sales charge reductions, a shareholder or his or her financial intermediary must notify a Portfolio that the shareholder qualifies for a reduction. Without notification, the Portfolio is unable to ensure that the reduction is applied to the shareholder's account. A shareholder may have to provide information or records to his or her financial intermediary or the Portfolio to verify eligibility for breakpoint privileges or other sales charge waivers. This may include information or records, including account statements, regarding shares of the Portfolio or other AllianceBernstein Mutual Funds held in:

- all of the shareholder's accounts at the Portfolios or a financial intermediary; and
- accounts of related parties of the shareholder, such as members of the same family, at any financial intermediary.

CDSC WAIVERS AND OTHER PROGRAMS

Here Are Some Ways To Avoid Or Minimize Charges On Redemption.

CDSC Waivers

The Portfolios will waive the CDSCs on redemptions of shares in the following circumstances, among others:

- permitted exchanges of shares;
- following the death or disability of a shareholder;
- if the redemption represents a minimum required distribution from an IRA or other retirement plan to a shareholder who has attained the age of 70½;
- if the proceeds of the redemption are invested directly in a CollegeBound*fund* account; or
- if the redemption is necessary to meet a plan participant's or beneficiary's request for a distribution or loan from a group retirement plan or to accommodate a plan participant's or beneficiary's direction to reallocate his or her plan account among other investment alternatives available under a group retirement plan.

Other Programs

Dividend Reinvestment Program

Shareholders may elect to have all income and capital gains distributions from their account paid to them in the form of additional shares of the same class of a Portfolio under the Portfolio's Dividend Reinvestment Program. There is no initial sales charge or CDSC imposed on shares issued pursuant to the Dividend Reinvestment Program.

Dividend Direction Plan

A shareholder who already maintains accounts in more than one AllianceBernstein Mutual Fund may direct the automatic investment of income dividends and/or capital gains by one Portfolio, in any amount, without the payment of any sales charges, in shares of the same class of one or more other AllianceBernstein Mutual Fund(s).

Automatic Investment Program

The Automatic Investment Program allows investors to purchase shares of a Portfolio through pre-authorized transfers of funds from the investor's bank account. Under the Automatic Investment Program, an investor may (i) make an initial purchase of at least $2,500 and invest at least $50 monthly or (ii) make an initial purchase of less than $2,500 and commit to a monthly investment of $200 or more until the investor's account balance is $2,500 or more. As of January 31, 2009, the Automatic Investment Program is available for purchase of Class B shares only if a shareholder was enrolled in the program prior to January 31, 2009. Please see the Portfolios' SAIs for more details.

Reinstatement Privilege

A shareholder who has redeemed all or any portion of his or her Class A shares may reinvest all or any portion of the proceeds from the redemption in Class A shares of any AllianceBernstein Mutual Fund at NAV without any sales charge, if the reinvestment is made within 120 calendar days after the redemption date.

Systematic Withdrawal Plan

The Portfolios offer a systematic withdrawal plan that permits the redemption of Class A, Class B or Class C shares without payment of a CDSC. Under this plan, redemptions equal to 1% a month, 2% every two months or 3% a quarter of the value of a Portfolio account would be free of a CDSC. Shares would be redeemed so that Class B shares not subject to a CDSC (such as shares acquired with reinvested dividends or distributions) would be redeemed first and Class B shares that are held the longest would be redeemed next. For Class A and Class C shares, shares held the longest would be redeemed first.

CHOOSING A SHARE CLASS

Each share class represents an interest in the same portfolio of securities, but each class has its own sales charge and expense structure, allowing you to choose the class that best fits your situation. In choosing a class of shares, you should consider:

- the amount you intend to invest;
- how long you expect to own shares;
- expenses associated with owning a particular class of shares;
- whether you qualify for any reduction or waiver of sales charges (for example, if you are making a large investment that qualifies for a **Quantity Discount**, you might consider purchasing Class A shares); and
- whether a share class is available for purchase.

Among other things, Class A shares, with their lower Rule 12b-1 fees, are designed for investors with a long-term investing time frame. Class C shares should not be considered as a long-term investment because they are subject to a higher distribution fee indefinitely. Class C shares do not, however, have an initial sales charge or a CDSC so long as the shares are held for one year or more. Class C shares are designed for investors with a short-term investing time frame.

A transaction, service, administrative or other similar fee may be charged by your broker-dealer, agent or other financial intermediary, with respect to the purchase, sale or exchange of Class A, Class B, Class C or Advisor Class shares made through your financial advisor. Financial intermediaries, or a fee-based program, also may impose requirements on the purchase, sale or exchange of shares that are different from, or in addition to, those described in this Prospectus and the Portfolios' SAIs, including requirements as to the minimum initial and subsequent investment amounts. A Portfolio is not responsible for, and has no control over, the decision of any financial intermediary, plan sponsor or fiduciary to impose such differing requirements.

Choosing a Class of Shares for Group Retirement Plans

Group retirement plans with plan assets of $1,000,000 or more are eligible to purchase Class A shares at NAV. In addition, under certain circumstances, the 1%, 1-year CDSC may be waived. Class C shares are available to group retirement plans with plan level assets of less than $1,000,000.

You should consult your financial advisor for assistance in choosing a class of Portfolio shares.

PAYMENTS TO FINANCIAL ADVISORS AND THEIR FIRMS

Financial intermediaries market and sell shares of the Portfolios. These financial intermediaries employ financial advisors and receive compensation for selling shares of the Portfolios. This compensation is paid from various sources, including any sales charge, CDSC and/or Rule 12b-1 fee that you or the Portfolios may pay. Your individual financial advisor may receive some or all of the amounts paid to the financial intermediary that employs him or her.

WHAT IS A FINANCIAL INTERMEDIARY?

A financial intermediary is a firm that receives compensation for selling shares of the Portfolios offered in this Prospectus and/or provides services to the Portfolios' shareholders. Financial intermediaries may include, among others, your broker, your financial planner or advisor, banks, pension plan consultants and insurance companies. Financial intermediaries may employ financial advisors who deal with you and other investors on an individual basis.

All or a portion of the initial sales charge that you pay may be paid by ABI to financial intermediaries selling Class A shares. ABI may also pay these financial intermediaries a fee of up to 1% on purchases of $1,000,000 or more or for AllianceBernstein Link, AllianceBernstein SIMPLE IRA plans with more than $250,000 in assets or for purchases made by certain other retirement plans.

ABI will pay, at the time of your purchase, a commission to financial intermediaries selling Class B shares in an amount equal to 4% of your investment for sales of Class B shares and an amount equal to 1% of your investment for sales of Class C shares.

For Class A and Class C shares, up to 100% and, for Class B shares, up to 30% of the Rule 12b-1 fees applicable to these classes of shares each year may be paid to financial intermediaries, including your financial intermediary.

In the case of Advisor Class shares, your financial advisor's firm may charge ongoing fees or transactional fees.

Your financial advisor's firm receives compensation from the Portfolios, ABI and/or the Adviser in several ways from various sources, which include some or all of the following:

- upfront sales commissions;
- Rule 12b-1 fees;
- additional distribution support;
- defrayal of costs for educational seminars and training; and
- payments related to providing shareholder recordkeeping and/or transfer agency services.

Please read the Prospectus carefully for information on this compensation.

Other Payments for Distribution Services and Educational Support

In addition to the commissions paid to financial intermediaries at the time of sale and Rule 12b-1 fees, some or all of which may be paid to financial intermediaries (and, in turn, to your financial advisor), ABI, at its expense, currently provides additional payments to firms that sell shares of the AllianceBernstein Mutual Funds. Although the individual components may be higher and the total amount of payments made to each qualifying firm in any given year may vary, the total amount paid to a financial intermediary in connection with the sale of shares of the AllianceBernstein Mutual Funds will generally not exceed the sum of (a) 0.25% of the current year's fund sales by that firm and (b) 0.10% of average daily net assets attributable to that firm over the year. These sums include payments to reimburse directly or indirectly the costs incurred by these firms and their employees in connection with educational seminars and training efforts about the AllianceBernstein Mutual Funds for the firms' employees and/or their clients and potential clients. The costs and expenses associated with these efforts may include travel, lodging, entertainment and meals. ABI may pay a portion of "ticket" or other transactional charges.

For 2013, ABI's additional payments to these firms for distribution services and educational support related to the AllianceBernstein Mutual Funds are expected to be approximately 0.05% of the average monthly assets of the AllianceBernstein Mutual Funds, or approximately $21 million. In 2012, ABI paid approximately 0.05% of the average monthly assets of the AllianceBernstein Mutual Funds or approximately $19 million for distribution services and educational support related to the AllianceBernstein Mutual Funds.

A number of factors are considered in determining the additional payments, including each firm's AllianceBernstein Mutual Fund sales, assets and redemption rates, and the willingness and ability of the firm to give ABI access to its financial advisors for educational and marketing purposes. In some cases, firms will include the AllianceBernstein Mutual Funds on a "preferred list". ABI's goal is to make the financial advisors who interact with current and prospective investors and shareholders more knowledgeable about the AllianceBernstein Mutual Funds so that they can provide suitable information and advice about the Funds and related investor services.

The Portfolios and ABI also make payments for recordkeeping and other transfer agency services to financial intermediaries that sell AllianceBernstein Mutual Fund shares. Please see "Management of the Portfolios—Transfer Agency and Retirement Plan Services" below. These expenses paid by the Portfolios are included in "Other Expenses" under "Fees and Expenses of the Portfolios—Annual Portfolio Operating Expenses" in the Summary Information at the beginning of this Prospectus.

If one mutual fund sponsor makes greater distribution assistance payments than another, your financial advisor and his or her firm may have an incentive to recommend one fund complex over another. Similarly, if your financial advisor or his or her firm receives more distribution assistance for one share class versus another, then they may have an incentive to recommend that class.

Please speak with your financial advisor to learn more about the total amounts paid to your financial advisor and his or her firm by the Portfolios, the Adviser, ABI and by sponsors of other mutual funds he or she may recommend to you. You should also consult disclosures made by your financial advisor at the time of purchase.

As of the date of this Prospectus, ABI anticipates that the firms that will receive additional payments for distribution services and/or educational support include:

Advisor Group, Inc.
Ameriprise Financial Services
AXA Advisors
Cadaret, Grant & Co.
CCO Investment Services Corp.
Chase Investment Services
Citigroup Global Markets, Inc.
Commonwealth Financial Network
Donegal Securities
Financial Network Investment Company
LPL Financial
Merrill Lynch
Morgan Stanley
Multi-Financial Securities Corporation
Northwestern Mutual Investment Services
PrimeVest Financial Services
Raymond James
RBC Wealth Management
Robert W. Baird
UBS Financial Services
Wells Fargo Advisors

Although the Portfolios may use brokers and dealers that sell shares of the Portfolios to effect portfolio transactions, the Portfolios do not consider the sale of AllianceBernstein Mutual Fund shares as a factor when selecting brokers or dealers to effect portfolio transactions.

HOW TO EXCHANGE SHARES

You may exchange your Portfolio shares for shares of the same class of other AllianceBernstein Mutual Funds (including AllianceBernstein Exchange Reserves, a money market fund managed by the Adviser) provided that the Fund offers the same class of shares. Exchanges of shares are made at the next-determined NAV, without sales or service charges after your order is received in proper form. All exchanges are subject to the minimum investment restrictions set forth in the prospectus for the AllianceBernstein Mutual Fund whose shares are being acquired. You may request an exchange either directly or through your financial intermediary. In order to receive a day's NAV, ABIS or your financial intermediary must receive and confirm your telephone exchange request by the Portfolio Closing Time on that day. The Portfolios may modify, restrict, or terminate the exchange privilege on 60 days' written notice.

HOW TO SELL OR REDEEM SHARES

You may "redeem" your shares (*i.e.*, sell your shares to a Portfolio) on any day the Exchange is open, either directly or through your financial intermediary. Your sale price will be the next-determined NAV, less any applicable CDSC, after the Portfolio receives your redemption request in proper form. Normally, redemption proceeds are sent to you within 7 days. If you recently purchased your shares by check or electronic funds transfer, your redemption payment may be delayed until the Portfolio is reasonably satisfied that the check or electronic funds transfer has been collected (which may take up to 15 days). For Advisor Class shares, if you are in doubt about what procedures or documents are required by your fee-based program or employee benefit plan to sell your shares, you should contact your financial advisor.

Selling Shares Through Your Broker or Other Financial Advisor

Your broker or financial advisor must receive your sales request by the Portfolio Closing Time and submit it to a Portfolio by a pre-arranged time for you to receive that day's NAV, less any applicable CDSC. Your broker or financial advisor is responsible for submitting all necessary documentation to the Portfolio and may charge you a fee for this service.

Selling Shares Directly to a Portfolio

By Mail:

- Send a signed letter of instruction or stock power, along with certificates, to:

  AllianceBernstein Investor Services, Inc.
  P.O. Box 786003
  San Antonio, TX 78278-6003

- For certified or overnight deliveries, send to:

  AllianceBernstein Investor Services, Inc.
  8000 IH 10 W, 4th floor
  San Antonio, TX 78230

- For your protection, a bank, a member firm of a national stock exchange, or other eligible guarantor institution, must guarantee signatures. Stock power forms are available from your financial intermediary, ABIS, and many commercial banks. Additional documentation is required for the sale of shares by corporations, intermediaries, fiduciaries, and surviving joint owners. If you have any questions about these procedures, contact ABIS.

By Telephone:

- You may redeem your shares for which no stock certificates have been issued by telephone request. Call ABIS at 800-221-5672 with instructions on how you wish to receive your sale proceeds.
- ABIS must receive and confirm a telephone redemption request by the Portfolio Closing Time for you to receive that day's NAV, less any applicable CDSC.
- For your protection, ABIS will request personal or other information from you to verify your identity and will generally record the calls. Neither a Portfolio nor the Adviser, ABIS, ABI or other Portfolio agent will be liable for any loss, injury, damage or expense as a result of acting upon telephone instructions purporting to be on your behalf that ABIS reasonably believes to be genuine.
- If you have selected electronic funds transfer in your Mutual Fund Application, the redemption proceeds will be sent directly to your bank. Otherwise, the proceeds will be mailed to you.

- Redemption requests by electronic funds transfer or check may not exceed $100,000 per Portfolio account per day.
- Telephone redemption is not available for shares held in nominee or "street name" accounts, retirement plan accounts, or shares held by a shareholder who has changed his or her address of record within the previous 30 calendar days.

FREQUENT PURCHASES AND REDEMPTIONS OF PORTFOLIO SHARES

Each Portfolio's Board has adopted policies and procedures designed to detect and deter frequent purchases and redemptions of Portfolio shares or excessive or short-term trading that may disadvantage long-term Portfolio shareholders. These policies are described below. There is no guarantee that a Portfolio will be able to detect excessive or short-term trading or to identify shareholders engaged in such practices, particularly with respect to transactions in omnibus accounts. Shareholders should be aware that application of these policies may have adverse consequences, as described below, and avoid frequent trading in Portfolio shares through purchases, sales and exchanges of shares. Each Portfolio reserves the right to restrict, reject or cancel, without any prior notice, any purchase or exchange order for any reason, including any purchase or exchange order accepted by any shareholder's financial intermediary.

Risks Associated With Excessive Or Short-Term Trading Generally. While the Portfolios will try to prevent market timing by utilizing the procedures described below, these procedures may not be successful in identifying or stopping excessive or short-term trading in all circumstances. By realizing profits through short-term trading, shareholders that engage in rapid purchases and sales or exchanges of a Portfolio's shares dilute the value of shares held by long-term shareholders. Volatility resulting from excessive purchases and sales or exchanges of Portfolio shares, especially involving large dollar amounts, may disrupt efficient portfolio management and cause a Portfolio to sell portfolio securities at inopportune times to raise cash to accommodate redemptions relating to short-term trading activity. In particular, a Portfolio may have difficulty implementing its long-term investment strategies if it is forced to maintain a higher level of its assets in cash to accommodate significant short-term trading activity. In addition, a Portfolio may incur increased administrative and other expenses due to excessive or short-term trading, including increased brokerage costs and realization of taxable capital gains.

While the Portfolios do not typically invest in securities of foreign issuers, these securities may be particularly susceptible to short-term trading strategies. This is because securities of foreign issuers are typically traded on markets that close well before the time a Portfolio calculates its NAV at 4:00 p.m., Eastern time, which gives rise to the possibility that developments may have occurred in the interim that would affect the value of these securities. The time zone differences among international stock markets can allow a shareholder engaging in a short-term trading strategy to exploit differences in Portfolio share prices that are based on closing prices of securities of foreign issuers established some time before the Portfolio calculates its own share price (referred to as "time zone arbitrage"). The Portfolios have procedures, referred to as fair value pricing, designed to adjust closing market prices of securities of foreign issuers to reflect what is believed to be the fair value of those securities at the time a Portfolio calculates its NAV. While there is no assurance, the Portfolios expect that the use of fair value pricing, in addition to the short-term trading policies discussed below, will significantly reduce a shareholder's ability to engage in time zone arbitrage to the detriment of other Portfolio shareholders.

A shareholder engaging in a short-term trading strategy may also target a Portfolio irrespective of its investments in securities of foreign issuers. Any Portfolio that invests in securities that are, among other things, thinly traded, traded infrequently or relatively illiquid has the risk that the current market price for the securities may not accurately reflect current market values. A shareholder may seek to engage in short-term trading to take advantage of these pricing differences (referred to as "price arbitrage"). All Portfolios may be adversely affected by price arbitrage.

Policy Regarding Short-Term Trading. Purchases and exchanges of shares of the Portfolios should be made for investment purposes only. The Portfolios seek to prevent patterns of excessive purchases and sales of Portfolio shares to the extent they are detected by the procedures described below, subject to the Portfolios' ability to monitor purchase, sale and exchange activities. The Portfolios reserve the right to modify this policy, including any surveillance or account blocking procedures established from time to time to effectuate this policy, at any time without notice.

- **Transaction Surveillance Procedures.** The Portfolios, through their agents, ABI and ABIS, maintain surveillance procedures to detect excessive or short-term trading in Portfolio shares. This surveillance process involves several factors, which include scrutinizing transactions in Portfolio shares that exceed certain monetary thresholds or numerical limits within a specified period of time. Generally, more than two exchanges of Portfolio shares during any 60-day period or purchases of shares followed by a sale within 60 days will be identified by these surveillance procedures. For purposes of these transaction surveillance procedures, the Portfolios may consider trading activity in multiple accounts under common ownership, control or influence. Trading activity identified by either, or a combination, of these factors, or as a result of any other information available at the time, will be evaluated to determine whether such activity might constitute excessive or short-term trading. With respect to managed or discretionary accounts for which the account owner gives his/her broker, investment adviser or other third party authority to buy and sell Portfolio shares, the Portfolios may consider trades initiated by the account owner, such as trades initiated in connection with bona fide cash management purposes, separately in their analysis. These surveillance procedures may be modified from time to time, as necessary or appropriate to improve the detection of excessive or short-term trading or to address specific circumstances.

- **Account Blocking Procedures.** If the Portfolios determine, in their sole discretion, that a particular transaction or pattern of transactions identified by the transaction surveillance procedures described above is excessive or short-term trading in nature, the Portfolios will take remedial action that may include issuing a warning, revoking certain account-related privileges (such as the ability to place purchase, sale and exchange orders over the internet or by phone) or prohibiting or "blocking" future purchase or exchange activity. However, sales of Portfolio shares back to a Portfolio or redemptions will continue to be permitted in accordance with the terms of the Portfolio's current Prospectus. As a result, unless the shareholder redeems his or her shares, which may have consequences if the shares have declined in value, a CDSC is applicable or adverse tax consequences may result, the shareholder may be "locked" into an unsuitable investment. A blocked account will generally remain blocked for 90 days. Subsequent detections of excessive or short-term trading may result in an indefinite account block or an account block until the account holder or the associated broker, dealer or other financial intermediary provides evidence or assurance acceptable to the Portfolio that the account holder did not or will not in the future engage in excessive or short-term trading.
- **Applications of Surveillance Procedures and Restrictions to Omnibus Accounts.** Omnibus account arrangements are common forms of holding shares of the Portfolios, particularly among certain brokers, dealers and other financial intermediaries, including sponsors of retirement plans. The Portfolios apply their surveillance procedures to these omnibus account arrangements. As required by SEC rules, the Portfolios have entered into agreements with all of their financial intermediaries that require the financial intermediaries to provide the Portfolios, upon the request of the Portfolios or their agents, with individual account level information about their transactions. If the Portfolios detect excessive trading through their monitoring of omnibus accounts, including trading at the individual account level, the financial intermediaries will also execute instructions from the Portfolios to take actions to curtail the activity, which may include applying blocks to accounts to prohibit future purchases and exchanges of Portfolio shares. For certain retirement plan accounts, the Portfolios may request that the retirement plan or other intermediary revoke the relevant participant's privilege to effect transactions in Portfolio shares via the internet or telephone, in which case the relevant participant must submit future transaction orders via the U.S. Postal Service (*i.e.*, regular mail).

HOW THE PORTFOLIOS VALUE THEIR SHARES

Each Portfolio's NAV is calculated at the close of regular trading on any day the Exchange is open (ordinarily, 4:00 p.m., Eastern time but sometimes earlier, as in the case of scheduled half-day trading or unscheduled suspensions of trading), only on days when the Exchange is open for business. To calculate NAV, a Portfolio's assets are valued and totaled, liabilities are subtracted, and the balance, called net assets, is divided by the number of shares outstanding. If a Portfolio invests in securities that are primarily traded on foreign exchanges that trade on weekends or other days when the Portfolio does not price its shares, the NAV of the Portfolio's shares may change on days when shareholders will not be able to purchase or redeem their shares in the Portfolio.

The Portfolios value their securities at their current market value determined on the basis of market quotations or, if market quotations are not readily available or are unreliable, at "fair value" as determined in accordance with procedures established by and under the general supervision of each Portfolio's Board. When a Portfolio uses fair value pricing, it may take into account any factors it deems appropriate. A Portfolio may determine fair value based upon developments related to a specific security and/or U.S. sector or broader stock market indices. The prices of securities used by the Portfolio to calculate its NAV may differ from quoted or published prices for the same securities. Fair value pricing involves subjective judgments and it is possible that the fair value determined for a security is materially different than the value that could be realized upon the sale of that security.

Securities for which market quotations are not readily available or deemed unreliable (including restricted securities) are valued at fair market value. Factors considered in making this determination may include, but are not limited to, information obtained by contacting the issuer or analysts, or by analysis of the issuer's financial statements. The Portfolios may value these securities using fair value prices based on independent pricing services.

Subject to its oversight, each Portfolio's Board has delegated responsibility for valuing a Portfolio's assets to the Adviser. The Adviser has established a Valuation Committee, which operates under the policies and procedures approved by the Board, to value the Portfolio's assets on behalf of the Portfolio. The Valuation Committee values Portfolio assets as described above. More information about the Portfolios' valuation procedures is available in the Portfolios' SAIs.

INVESTMENT ADVISER AND PORTFOLIO MANAGERS

Each Portfolio's investment adviser is AllianceBernstein L.P. (the "Adviser"), 1345 Avenue of the Americas, New York, New York 10105. The Adviser is a leading international investment adviser supervising client accounts with assets as of September 30, 2012 totaling approximately $419 billion (of which more than $85 billion represented assets of registered investment companies sponsored by the Adviser). As of September 30, 2012, the Adviser managed retirement assets for many of the largest public and private employee benefit plans (including 16 of the nation's FORTUNE 100 companies), for public employee retirement funds in 31 states and the District of Columbia, for investment companies, and for foundations, endowments, banks and insurance companies worldwide. Currently, the 33 registered investment companies managed by the Adviser, comprising approximately 120 separate investment portfolios, have approximately 2.7 million shareholder accounts.

The Adviser provides investment advisory services and order placement facilities for the Portfolios. For these advisory services, each Portfolio paid the Adviser as a percentage of average daily net assets:

Portfolio	Fee as a Percentage of Average Daily Net Assets*	Fiscal Year Ended
AllianceBernstein Municipal Portfolios:		
National Portfolio	0.35%	10/31/12
High Income Portfolio	0.41%	10/31/12
California Portfolio	0.36%	10/31/12
Arizona Portfolio	0.29%	9/30/12
Massachusetts Portfolio	0.39%	9/30/12
Michigan Portfolio	0.41%	9/30/12
Minnesota Portfolio	0.34%	9/30/12
New Jersey Portfolio	0.36%	9/30/12
New York Portfolio	0.35%	10/31/12
Ohio Portfolio	0.34%	9/30/12
Pennsylvania Portfolio	0.41%	9/30/12
Virginia Portfolio	0.28%	9/30/12
AllianceBernstein Intermediate Municipal Portfolios:		
Intermediate Diversified Municipal Portfolio	0.43%	9/30/12
Intermediate California Municipal Portfolio	0.49%	9/30/12
Intermediate New York Municipal Portfolio	0.48%	9/30/12

* Fees are stated net of any waivers and/or reimbursements. See "Fees and Expenses of the Portfolios" in the Summary Information at the beginning of this Prospectus for more information about fee waivers.

A discussion regarding the basis of each Board's approval of each Portfolio's investment advisory agreement is available in the Portfolio's semi-annual report to shareholders for the fiscal period ended April 30, 2012 or March 31, 2012, as applicable.

The Adviser may act as an investment adviser to other persons, firms or corporations, including investment companies, hedge funds, pension funds and other institutional investors. The Adviser may receive management fees, including performance fees, that may be higher or lower than the advisory fees it receives from the Portfolios. Certain other clients of the Adviser may have investment objectives and policies similar to those of the Portfolios. The Adviser may, from time to time, make recommendations that result in the purchase or sale of a particular security by its other clients simultaneously with the Portfolios. If transactions on behalf of more than one client during the same period increase the demand for securities being purchased or the supply of securities being sold, there may be an adverse effect on price or quantity. It is the policy of the Adviser to allocate advisory recommendations and the placing of orders in a manner that is deemed equitable by the Adviser to the accounts involved, including the Portfolios. When two or more of the clients of the Adviser (including the Portfolios) are purchasing or selling the same security on a given day from the same broker-dealer, such transactions may be averaged as to price.

PORTFOLIO MANAGERS

The day-to-day management of, and investment decisions for, the Portfolios are made by the Municipal Bond Investment Team. The Municipal Bond Investment Team relies heavily on the fundamental analysis and research of the Adviser's large internal research staff. No one person is principally responsible for making recommendations for the Portfolios' investments.

The following table lists the four or five persons within the Municipal Bond Investment Team with the most significant responsibility for the day-to-day management of each Portfolio's portfolio, the length of time that each person has been jointly and primarily responsible for the Portfolio, and each person's principal occupation during the past five years:

Employee; Title; Year	Principal Occupation During the Past Five (5) Years
Michael G. Brooks; Senior Vice President (since 2002 with respect to the AllianceBernstein Municipal Portfolios) (since 1999 with respect to the AllianceBernstein Intermediate Municipal Portfolios)	Senior Vice President of the Adviser, with which he has been associated in a substantially similar capacity since prior to 2008.
Fred S. Cohen*; Senior Vice President (since 2002 with respect to the AllianceBernstein Municipal Portfolios) (since 1994 with respect to the AllianceBernstein Intermediate Municipal Portfolios)	Senior Vice President of the Adviser, with which he has been associated in a substantially similar capacity since prior to 2008.
R. B. Davidson, III; Senior Vice President (since 2002 with respect to the AllianceBernstein Municipal Portfolios) (since inception with respect to the AllianceBernstein Intermediate Municipal Portfolios)	Senior Vice President of the Adviser, with which he has been associated in a substantially similar capacity since prior to 2008.
Wayne Godlin; Senior Vice President (since 2010)	Senior Vice President of the Adviser, with which he has been associated in a substantially similar capacity since December 2009. Prior thereto, an investment manager and a Managing Director of Van Kampen Asset Management with which he had been associated since prior to 2008.

Employee; Title; Year	Principal Occupation During the Past Five (5) Years
Terrance T. Hults; Senior Vice President (since 1995 with respect to the AllianceBernstein Municipal Portfolios) (since 2002 with respect to the AllianceBernstein Intermediate Municipal Portfolios)	Senior Vice President of the Adviser, with which he has been associated in a substantially similar capacity since prior to 2008.

* Responsible for each Portfolio except High Income Portfolio.

The Portfolios' SAIs provide additional information about the Portfolio Managers' compensation, other accounts managed by the Portfolio Managers, and the Portfolio Managers' ownership of securities in the Portfolios.

TRANSFER AGENCY AND RETIREMENT PLAN SERVICES

ABIS acts as the transfer agent for the Portfolios. ABIS, an indirect wholly-owned subsidiary of the Adviser, registers the transfer, issuance and redemption of Portfolio shares and disburses dividends and other distributions to Portfolio shareholders.

Many Portfolio shares are owned by financial intermediaries for the benefit of their customers. Retirement plans may also hold Portfolio shares in the name of the plan, rather than the participant. In those cases, the Portfolios often do not maintain an account for you. Thus, some or all of the transfer agency functions for these accounts are performed by the financial intermediaries and plan recordkeepers. Financial intermediaries and recordkeepers, who may have affiliated financial intermediaries who sell shares of a Portfolio, may be paid for each plan participant portfolio account in amounts up to $19 per account per annum and/or up to 0.25% per annum of the average daily assets held through the intermediary. To the extent any of these payments for recordkeeping services or transfer agency services are made by the Portfolio, they are included in the amount appearing opposite the caption "Other Expenses" found in the Portfolio expense tables under "Fees and Expenses of the Portfolios" in the Summary Information at the beginning of this Prospectus. In addition, financial intermediaries may be affiliates of entities that receive compensation from the Adviser or ABI for maintaining retirement plan "platforms" that facilitate trading by affiliated and non-affiliated financial intermediaries and recordkeeping for retirement plans.

Because financial intermediaries and plan recordkeepers may be paid varying amounts per class for sub-transfer agency and related recordkeeping services, the service requirements of which may also vary by class, this may create an additional incentive for financial intermediaries and their financial advisors to favor one fund complex over another or one class of shares over another.

For more information, please refer to the Portfolios' SAIs, call your financial advisor or visit our website at www.AllianceBernstein.com.

Dividends and Distributions

The Portfolios declare dividends on their shares on each business day from each Portfolio's net investment income. Dividends on shares for Saturdays, Sundays and holidays will be declared on the previous business day. Each Portfolio pays dividends on its shares after the close of business on the last day of each month, except for Intermediate Diversified Municipal Portfolio, Intermediate California Municipal Portfolio and Intermediate New York Municipal Portfolio each of which pays dividends on its shares after the close of business on the twentieth day of each month or, if such day is not a business day, the first business day after that day. At your election (which you may change at least 30 days prior to the record date for a particular dividend or distribution), dividends and distributions are paid in cash or reinvested without charge in additional shares of the same class having an aggregate NAV as of the payment date of the dividend or distribution equal to the cash amount thereof.

If you receive an income dividend or capital gains distribution in cash, you may, within 120 days following the date of its payment, reinvest the dividend or distribution in additional shares of that Portfolio without charge by returning to the Adviser, with appropriate instructions, the check representing the dividend or distribution. Thereafter, unless you otherwise specify, you will be deemed to have elected to reinvest all subsequent dividends and distributions in shares of that Portfolio.

There is no fixed dividend rate and there can be no assurance that a Portfolio will pay any dividends. The amount of any dividend distribution paid on shares of a Portfolio must necessarily depend upon the realization of income and capital gains from the Portfolio's investments.

Taxes

General

Distributions to shareholders out of tax-exempt interest income earned by a Portfolio are not subject to federal income tax. Under current tax law, some individuals and corporations may be subject to the AMT on distributions to shareholders out of income from the AMT-Subject bonds in which all Portfolios invest. Further, under current tax law, certain corporate taxpayers may be subject to the AMT based on their "adjusted current earnings". Distributions from a Portfolio that are excluded from gross income will generally be included in such corporation's "adjusted current earnings" for purposes of computation of the AMT. Distributions out of taxable interest, other investment income, and net realized short-term capital gains are taxable to shareholders as ordinary income. Any distributions of long-term capital gains generally will be taxable to you as long-term capital gains regardless of how long you have held your shares. Since a Portfolio's investment income is derived from interest rather than dividends, no portion of its distributions will be eligible for the dividends-received deduction available to corporations, and for non-corporate shareholders no portion of such distributions will be treated as "qualified dividend income" taxable at the same potential tax rates applicable to long-term capital gains.

Interest on indebtedness incurred by shareholders to purchase or carry shares of a Portfolio is not deductible for federal income tax purposes. Further, persons who are "substantial users" (or related persons) of facilities financed by AMT-Subject bonds should consult their tax advisers before purchasing shares of a Portfolio.

If you buy shares just before a Portfolio deducts a distribution from its NAV, you will pay the full price for the shares and then receive a portion of the price back as a distribution, which may be taxable.

For tax purposes, an exchange is treated as a sale of Portfolio shares. The sale or exchange of Portfolio shares is a taxable transaction for federal income tax purposes.

The Portfolios anticipate that substantially all of their dividends will be exempt from regular federal income taxes. Shareholders may be subject to state and local taxes on distributions from a Portfolio, including distributions that are exempt from federal income taxes. The Portfolios will report annually to shareholders the percentage and source of interest earned by a Portfolio that is exempt from federal income tax and, except in the case of the **National Portfolio, High Income Portfolio and Intermediate Diversified Municipal Portfolio**, relevant state and local personal income taxes.

Each investor should consult his or her own tax adviser to determine the tax status, with regard to his or her tax situation, of distributions from the Portfolios.

State Portfolios and Intermediate State Portfolios

Arizona Portfolio. It is anticipated that substantially all of the dividends paid by the Portfolio will be exempt from Arizona individual, corporate and fiduciary income taxes. Distributions of capital gains will be subject to Arizona income taxes. Interest on indebtedness incurred to purchase or carry shares of the Portfolio generally will not be deductible for purposes of the Arizona income tax.

California Portfolio and Intermediate California Portfolio. It is anticipated that substantially all of the dividends paid by these Portfolios will be exempt from California personal income tax. Dividends will be exempt from this tax to the extent derived from interest income from municipal securities issued by the State of California or its political subdivisions. Distributions of capital gains will be subject to California personal income tax. Distributions paid to corporate shareholders will be subject to the California corporate franchise tax but exempt from the California corporate income tax.

Massachusetts Portfolio. It is anticipated that substantially all of the dividends paid by the Portfolio will be exempt from the Massachusetts personal and fiduciary income taxes.

Distributions designated as attributable to capital gains, other than gains on certain Massachusetts municipal securities, are subject to the state personal and fiduciary income taxes. Distributions paid to corporate shareholders are subject to the Massachusetts corporate excise tax.

Michigan Portfolio. It is anticipated that substantially all of the dividends paid by the Portfolio will be exempt from Michigan income taxes and from the uniform city income tax imposed by certain Michigan cities. Distributions representing income derived from the Portfolio from sources other than Michigan municipal securities and U.S. Government securities, including capital gains distributions, are subject to Michigan income taxes.

Minnesota Portfolio. It is anticipated that substantially all of the dividends paid by the Portfolio will be exempt from Minnesota personal and fiduciary income taxes. Certain individuals may be subject to the Minnesota alternative minimum tax on distributions attributable to Portfolio income from AMT-Subject bonds. Distributions to corporate shareholders are subject to the Minnesota franchise tax.

New Jersey Portfolio. It is anticipated that substantially all of the distributions of income and capital gains paid by the Portfolio to individuals and fiduciaries will be exempt from the New Jersey personal income tax. Exempt-interest dividends paid to a corporate shareholder will be subject to the New Jersey corporation business (franchise) tax.

New York Portfolio and Intermediate New York Municipal Portfolio. It is anticipated that substantially all of the dividends paid by these Portfolios will be exempt from New York State and New York City personal and fiduciary income taxes. Distributions of capital gains will be subject to these taxes. Interest on indebtedness incurred to buy or carry shares of the Portfolios generally will not be deductible for New York income tax purposes. Distributions paid to corporate shareholders will be included in New York entire net income for purposes of the New York State franchise tax and the New York City general corporation tax. The value of shares of the Portfolios will be included in computing investment capital or business capital (but not both) for purposes of the franchise tax.

Ohio Portfolio. It is anticipated that substantially all distributions of income and capital gains paid by the Portfolio will be exempt from the Ohio personal income tax, Ohio school district income taxes and Ohio municipal income taxes, and will not be includable in the net income tax base of the Ohio corporate franchise tax. Shares of the Portfolio will be included in a corporation's tax base for purposes of computing the Ohio corporate franchise tax on a net worth basis.

Pennsylvania Portfolio. It is anticipated that substantially all of the dividends paid by the Portfolio will be exempt from Pennsylvania personal and fiduciary income taxes, the Philadelphia School District investment net income tax and Pennsylvania corporate net income tax, and that shares of the Portfolio will be exempt from Pennsylvania county personal property taxes. Distributions of capital gains will be subject to Pennsylvania individual, fiduciary and corporate income taxes but will not be taxable for purposes of the Philadelphia School District investment net income tax. Portfolio shares are included for purposes of determining a corporation's capital stock value subject to the Pennsylvania capital stock/franchise tax (scheduled to expire in 2014).

Virginia Portfolio. It is anticipated that substantially all of the dividends paid by the Portfolio will be exempt from Virginia individual, estate, trust, and corporate income taxes. Distributions attributable to capital gains and gains recognized on the sale or other disposition of shares of the Portfolio (including the redemption or exchange of shares) generally will be subject to Virginia income taxes. Interest on indebtedness incurred to purchase or carry shares of the Portfolio generally will not be deductible for Virginia income tax purposes.

Under unusual circumstances, a Portfolio may suspend redemptions or postpone payment for up to seven days or longer, as permitted by federal securities law. Each Portfolio reserves the right to close an account that has remained below $1,000 for 90 days.

During drastic economic or market developments, you might have difficulty in reaching ABIS by telephone, in which event you should issue written instructions to ABIS. ABIS is not responsible for the authenticity of telephone requests to purchase, sell, or exchange shares. ABIS will employ reasonable procedures to verify that telephone requests are genuine, and could be liable for losses resulting from unauthorized transactions if it failed to do so. Dealers and agents may charge a commission for handling telephone requests. The telephone service may be suspended or terminated at any time without notice.

Shareholder Services. ABIS offers a variety of shareholder services. For more information about these services or your account, call ABIS's toll-free number, 800-221-5672. Some services are described in the Mutual Fund Application.

Householding. Many shareholders of the AllianceBernstein Mutual Funds have family members living in the same home who also own shares of the same Funds. In order to reduce the amount of duplicative mail that is sent to homes with more than one Fund account and to reduce expenses of the Fund, all AllianceBernstein Mutual Funds will, until notified otherwise, send only one copy of each prospectus, shareholder report and proxy statement to each household address. This process, known as "householding", does not apply to account statements, confirmations, or personal tax information. If you do not wish to participate in householding, or wish to discontinue householding at any time, call ABIS at 1-800-221-5672. We will resume separate mailings for your account within 30 days of your request.

This Prospectus uses the following terms.

AMT is the federal alternative minimum tax.

AMT-Subject bonds are municipal securities with interest that is an item of "tax preference" and thus subject to the AMT when received by a person in a tax year during which the person is subject to the AMT. These securities are primarily private activity bonds, including revenue bonds.

Bonds are interest-bearing or discounted securities that obligate the issuer to pay the bond holder a specified sum of money, usually at specified intervals, and to repay the principal amount of the loan at maturity.

Municipal securities are debt obligations issued by states, territories and possessions of the United States and the District of Columbia, and their political subdivisions, duly constituted authorities and corporations. Municipal securities include municipal bonds, which are intended to meet longer-term capital needs and municipal notes, which are intended to fulfill short-term capital needs.

Barclays Municipal Bond Index is an unmanaged index comprising a broad range of investment-grade municipal bonds having remaining maturities of greater than one year.

Barclays 5-Year General Obligation Municipal Bond Index is an unmanaged index comprised of long-term, investment-grade tax-exempt bonds with maturities ranging from four to six years.

FINANCIAL HIGHLIGHTS

The financial highlights table is intended to help you understand each Portfolio's financial performance for the past five years (or, if shorter, the period of the Portfolio's operations). Certain information reflects financial results for a single Portfolio share. The total returns in the table represent the rate that an investor would have earned (or lost) on an investment in the Portfolio (assuming reinvestment of all dividends and distributions). This information for the **AllianceBernstein Municipal Portfolios** has been audited by Ernst & Young LLP, the independent registered public accounting firm of the **National Portfolio, High Income Municipal Portfolio, California Portfolio, Arizona Portfolio, Massachusetts Portfolio, Michigan Portfolio, Minnesota Portfolio, New Jersey Portfolio, New York Portfolio, Ohio Portfolio, Pennsylvania Portfolio** and **Virginia Portfolio.** This information for the **AllianceBernstein Intermediate Municipal Portfolios** has been audited by PricewaterhouseCoopers LLP, the independent registered public accounting firm of the **Intermediate Diversified Municipal Portfolio, Intermediate California Municipal Portfolio** and **Intermediate New York Municipal Portfolio.** The independent registered public accounting firms' reports, along with each Portfolio's financial statements, are included in each Portfolio's annual report, which is available upon request.

	CLASS A Year Ended October 31, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 9.97	$ 10.04	$ 9.62	$ 8.90	$ 10.03
Income From Investment Operations					
Net investment income(a)(b)	.39	.43	.41	.40	.42
Net realized and unrealized gain (loss) on investment transactions	.65	(.07)	.42	.74	(1.13)
Net increase (decrease) in net asset value from operations	1.04	.36	.83	1.14	(.71)
Less: Dividends					
Dividends from net investment income	(.40)	(.43)	(.41)	(.42)	(.42)
Net asset value, end of period	$ 10.61	$ 9.97	$ 10.04	$ 9.62	$ 8.90
Total Return					
Total investment return based on net asset value(c)	10.57%	3.80%	8.81%	13.11%	(7.32)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$754,297	$641,972	$712,033	$642,319	$401,886
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.76%	.76%	.76%(d)	.74%	.68%
Expenses, net of waivers/reimbursements, excluding interest expense	.75%	.75%	.75%(d)	.74%	.68%
Expenses, before waivers/reimbursements	.86%	.88%	.87%(d)	.89%	.91%
Expenses, before waivers/reimbursements, excluding interest expense	.85%	.87%	.87%(d)	.89%	.91%
Net investment income(a)	3.81%	4.42%	4.16%(d)	4.47%	4.31%
Portfolio turnover rate	11%	8%	13%	11%	24%

	CLASS B Year Ended October 31, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 9.96	$10.02	$ 9.61	$ 8.89	$ 10.02
Income From Investment Operations					
Net investment income(a)(b)	.33	.36	.34	.34	.35
Net realized and unrealized gain (loss) on investment transactions	.64	(.06)	.41	.73	(1.13)
Net increase (decrease) in net asset value from operations	.97	.30	.75	1.07	(.78)
Less: Dividends					
Dividends from net investment income	(.33)	(.36)	(.34)	(.35)	(.35)
Net asset value, end of period	$10.60	$ 9.96	$ 10.02	$ 9.61	$ 8.89
Total Return					
Total investment return based on net asset value(c)	9.83%	3.19%	7.97%	12.35%	(7.97)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$5,368	$7,334	$12,640	$19,492	$14,988
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.46%	1.46%	1.46%(d)	1.44%	1.38%
Expenses, net of waivers/reimbursements, excluding interest expense	1.45%	1.45%	1.45%(d)	1.44%	1.38%
Expenses, before waivers/reimbursements	1.58%	1.60%	1.60%(d)	1.61%	1.63%
Expenses, before waivers/reimbursements, excluding interest expense	1.58%	1.59%	1.59%(d)	1.61%	1.63%
Net investment income(a)	3.16%	3.74%	3.48%(d)	3.80%	3.61%
Portfolio turnover rate	11%	8%	13%	11%	24%

See footnotes on page 95.

	CLASS C Year Ended October 31,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 9.96	$ 10.03	$ 9.61	$ 8.89	$ 10.02
Income From Investment Operations					
Net investment income(a)(b)	.32	.36	.34	.34	.35
Net realized and unrealized gain (loss) on investment transactions	.64	(.07)	.42	.73	(1.13)
Net increase (decrease) in net asset value from operations	.96	.29	.76	1.07	(.78)
Less: Dividends					
Dividends from net investment income	(.32)	(.36)	(.34)	(.35)	(.35)
Net asset value, end of period	$ 10.60	$ 9.96	$ 10.03	$ 9.61	$ 8.89
Total Return					
Total investment return based on net asset value(c)	9.81%	3.09%	8.07%	12.34%	(7.98)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$172,228	$140,265	$153,200	$131,971	$63,704
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.46%	1.46%	1.46%(d)	1.44%	1.38%
Expenses, net of waivers/reimbursements, excluding interest expense	1.45%	1.45%	1.45%(d)	1.44%	1.38%
Expenses, before waivers/reimbursements	1.57%	1.58%	1.58%(d)	1.60%	1.61%
Expenses, before waivers/reimbursements, excluding interest expense	1.56%	1.57%	1.57%(d)	1.60%	1.61%
Net investment income(a)	3.11%	3.72%	3.47%(d)	3.76%	3.61%
Portfolio turnover rate	11%	8%	13%	11%	24%

	ADVISOR CLASS				
		Year Ended October 31,			August 6, 2008(e) to October 31,
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 9.97	$ 10.04	$ 9.62	$ 8.90	$ 9.66
Income From Investment Operations					
Net investment income(a)(b)	.42	.46	.44	.42	.09
Net realized and unrealized gain (loss) on investment transactions	.65	(.07)	.42	.74	(.74)
Net increase (decrease) in net asset value from operations	1.07	.39	.86	1.16	(.65)
Less: Dividends					
Dividends from net investment income	(.43)	(.46)	(.44)	(.44)	(.11)
Net asset value, end of period	$ 10.61	$ 9.97	$ 10.04	$ 9.62	$ 8.90
Total Return					
Total investment return based on net asset value(c)	10.91%	4.11%	9.14%	13.45%	(6.79)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$186,303	$94,240	$72,609	$39,245	$1,482
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.46%	.46%	.46%(d)	.45%	.38%(f)
Expenses, net of waivers/reimbursements, excluding interest expense	.45%	.45%	.45%(d)	.45%	.38%(f)
Expenses, before waivers/reimbursements	.56%	.58%	.57%(d)	.57%	.69%(f)
Expenses, before waivers/reimbursements, excluding interest expense	.55%	.57%	.57%(d)	.57%	.69%(f)
Net investment income(a)	4.08%	4.70%	4.45%(d)	4.55%	5.19%(f)
Portfolio turnover rate	11%	8%	13%	11%	24%

See footnotes on page 95.

	CLASS A		
	Year Ended October 31, 2012	2011	January 26, 2010(e) to October 31, 2010
Net asset value, beginning of period	$ 10.22	$ 10.69	$ 10.00
Income From Investment Operations			
Net investment income(a)(b)	.53	.54	.40
Net realized and unrealized gain (loss) on investment transactions	1.28	(.42)	.71
Net increase in net asset value from operations	1.81	.12	1.11
Less: Dividends and Distributions			
Dividends from net investment income	(.55)	(.56)	(.42)
Distributions from net realized gain on investment transactions	–0–	(.03)	–0–
Total dividends and distributions	(.55)	(.59)	(.42)
Net asset value, end of period	$ 11.48	$ 10.22	$ 10.69
Total Return			
Total investment return based on net asset value(c)	18.08%	1.47%	11.31%
Ratios/Supplemental Data			
Net assets, end of period (000's omitted)	$613,787	$279,661	$240,484
Ratio to average net assets of:			
Expenses, net of waivers/reimbursements	.91%	.92%	.90%(d)(f)(g)
Expenses, net of waivers/reimbursements, excluding interest expense	.80%	.80%	.78%(d)(f)(g)
Expenses, before waivers/reimbursements	1.00%	1.06%	1.27%(d)(f)
Expenses, before waivers/reimbursements, excluding interest expense	.89%	.94%	1.15%(d)(f)
Net investment income(a)	4.81%	5.51%	5.29%(d)(f)
Portfolio turnover rate	14%	43%	27%

	CLASS C		
	Year Ended October 31, 2012	2011	January 26, 2010(e) to October 31, 2010
Net asset value, beginning of period	$ 10.22	$ 10.69	$ 10.00
Income From Investment Operations			
Net investment income(a)(b)	.45	.47	.36
Net realized and unrealized gain (loss) on investment transactions	1.28	(.42)	.69
Net increase in net asset value from operations	1.73	.05	1.05
Less: Dividends and Distributions			
Dividends from net investment income	(.47)	(.49)	(.36)
Distributions from net realized gain on investment transactions	–0–	(.03)	–0–
Total dividends and distributions	(.47)	(.52)	(.36)
Net asset value, end of period	$ 11.48	$ 10.22	$ 10.69
Total Return			
Total investment return based on net asset value(c)	17.27%	.76%	10.73%
Ratios/Supplemental Data			
Net assets, end of period (000's omitted)	$212,480	$87,012	$68,911
Ratio to average net assets of:			
Expenses, net of waivers/reimbursements	1.61%	1.62%	1.59%(d)(f)(g)
Expenses, net of waivers/reimbursements, excluding interest expense	1.50%	1.50%	1.47%(d)(f)(g)
Expenses, before waivers/reimbursements	1.71%	1.76%	2.00%(d)(f)
Expenses, before waivers/reimbursements, excluding interest expense	1.59%	1.64%	1.87%(d)(f)
Net investment income(a)	4.10%	4.81%	4.63%(d)(f)
Portfolio turnover rate	14%	43%	27%

See footnotes on page 95.

	ADVISOR CLASS		
	Year Ended October 31, 2012	2011	January 26, 2010(e) to October 31, 2010
Net asset value, beginning of period	$ 10.22	$ 10.69	$ 10.00
Income From Investment Operations			
Net investment income(a)(b)	.56	.57	.43
Net realized and unrealized gain (loss) on investment transactions	1.28	(.42)	.70
Net increase in net asset value from operations	1.84	.15	1.13
Less: Dividends and Distributions			
Dividends from net investment income	(.58)	(.59)	(.44)
Distributions from net realized gain on investment transactions	–0–	(.03)	–0–
Total dividends and distributions	(.58)	(.62)	(.44)
Net asset value, end of period	$ 11.48	$ 10.22	$ 10.69
Total Return			
Total investment return based on net asset value(c)	18.44%	1.77%	11.56%
Ratios/Supplemental Data			
Net assets, end of period (000's omitted)	$435,548	$188,932	$100,804
Ratio to average net assets of:			
Expenses, net of waivers/reimbursements	.61%	.62%	.57%(d)(f)(g)
Expenses, net of waivers/reimbursements, excluding interest expense	.50%	.50%	.45%(d)(f)(g)
Expenses, before waivers/reimbursements	.71%	.76%	1.12%(d)(f)
Expenses, before waivers/reimbursements, excluding interest expense	.59%	.64%	1.00%(d)(f)
Net investment income(a)	5.13%	5.81%	5.56%(d)(f)
Portfolio turnover rate	14%	43%	27%

See footnotes on page 95.

California Portfolio

	CLASS A Year Ended October 31,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.84	$ 10.94	$ 10.51	$ 9.85	$ 10.88
Income From Investment Operations					
Net investment income(a)(b)	.44	.46	.46	.47	.46
Net realized and unrealized gain (loss) on investment transactions	.65	(.10)	.42	.64	(1.04)
Net increase (decrease) in net asset value from operations	1.09	.36	.88	1.11	(.58)
Less: Dividends and Distributions					
Dividends from net investment income	(.42)	(.45)	(.45)	(.45)	(.45)
Distributions from net realized gain on investment transactions	–0–	(.01)	–0–	–0–	–0–
Total dividends and distributions	(.42)	(.46)	(.45)	(.45)	(.45)
Net asset value, end of period	$ 11.51	$ 10.84	$ 10.94	$ 10.51	$ 9.85
Total Return					
Total investment return based on net asset value(c)	10.19%	3.47%	8.49%	11.56%	(5.52)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$533,057	$511,656	$599,027	$610,558	$553,120
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.76%	.76%	.75%(d)	.75%	.77%
Expenses, net of waivers/reimbursements, excluding interest expense	.75%	.75%	.75%(d)	.75%	.77%
Expenses, before waivers/reimbursements	.85%	.86%	.85%(d)	.86%	.85%
Expenses, before waivers/reimbursements, excluding interest expense	.84%	.85%	.84%(d)	.86%	.85%
Net investment income(a)	3.89%	4.39%	4.30%(d)	4.61%	4.30%
Portfolio turnover rate	23%	12%	8%	9%	2%

	CLASS B Year Ended October 31,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$10.84	$10.94	$10.50	$ 9.84	$ 10.87
Income From Investment Operations					
Net investment income(a)(b)	.36	.39	.38	.39	.38
Net realized and unrealized gain (loss) on investment transactions	.64	(.11)	.43	.65	(1.03)
Net increase (decrease) in net asset value from operations	1.00	.28	.81	1.04	(.65)
Less: Dividends and Distributions					
Dividends from net investment income	(.34)	(.37)	(.37)	(.38)	(.38)
Distributions from net realized gain on investment transactions	–0–	(.01)	–0–	–0–	–0–
Total dividends and distributions	(.34)	(.38)	(.37)	(.38)	(.38)
Net asset value, end of period	$11.50	$10.84	$10.94	$10.50	$ 9.84
Total Return					
Total investment return based on net asset value(c)	9.34%	2.75%	7.85%	10.80%	(6.18)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$1,804	$2,872	$5,267	$8,845	$16,413
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.46%	1.46%	1.45%(d)	1.45%	1.47%
Expenses, net of waivers/reimbursements, excluding interest expense	1.45%	1.45%	1.45%(d)	1.45%	1.47%
Expenses, before waivers/reimbursements	1.58%	1.58%	1.57%(d)	1.57%	1.56%
Expenses, before waivers/reimbursements, excluding interest expense	1.57%	1.57%	1.56%(d)	1.57%	1.56%
Net investment income(a)	3.21%	3.70%	3.61%(d)	3.93%	3.57%
Portfolio turnover rate	23%	12%	8%	9%	2%

See footnotes on page 95.

	CLASS C Year Ended October 31, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.83	$ 10.93	$ 10.50	$ 9.84	$ 10.88
Income From Investment Operations					
Net investment income(a)(b)	.36	.39	.39	.39	.38
Net realized and unrealized gain (loss) on investment transactions	.65	(.11)	.41	.65	(1.04)
Net increase (decrease) in net asset value from operations	1.01	.28	.80	1.04	(.66)
Less: Dividends and Distributions					
Dividends from net investment income	(.34)	(.37)	(.37)	(.38)	(.38)
Distributions from net realized gain on investment transactions	–0–	(.01)	–0–	–0–	–0–
Total dividends and distributions	(.34)	(.38)	(.37)	(.38)	(.38)
Net asset value, end of period	$ 11.50	$ 10.83	$ 10.93	$ 10.50	$ 9.84
Total Return					
Total investment return based on net asset value(c)	9.44%	2.75%	7.75%	10.79%	(6.28)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$107,831	$106,547	$117,354	$118,726	$101,126
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.46%	1.46%	1.45%(d)	1.45%	1.47%
Expenses, net of waivers/reimbursements, excluding interest expense	1.45%	1.45%	1.45%(d)	1.45%	1.47%
Expenses, before waivers/reimbursements	1.55%	1.56%	1.55%(d)	1.56%	1.55%
Expenses, before waivers/reimbursements, excluding interest expense	1.54%	1.55%	1.55%(d)	1.56%	1.55%
Net investment income(a)	3.19%	3.69%	3.60%(d)	3.91%	3.60%
Portfolio turnover rate	23%	12%	8%	9%	2%

	ADVISOR CLASS Year Ended October 31, 2012	2011	2010	2009	August 6, 2008(e) to October 31, 2008
Net asset value, beginning of period	$ 10.84	$ 10.94	$ 10.51	$ 9.85	$10.51
Income From Investment Operations					
Net investment income(a)(b)	.47	.49	.49	.48	.08
Net realized and unrealized gain (loss) on investment transactions	.65	(.10)	.42	.66	(.63)
Net increase (decrease) in net asset value from operations	1.12	.39	.91	1.14	(.55)
Less: Dividends and Distributions					
Dividends from net investment income	(.45)	(.48)	(.48)	(.48)	(.11)
Distributions from net realized gain on investment transactions	– 0–	(.01)	– 0–	– 0–	– 0–
Total dividends and distributions	(.45)	(.49)	(.48)	(.48)	(.11)
Net asset value, end of period	$ 11.51	$ 10.84	$ 10.94	$10.51	$ 9.85
Total Return					
Total investment return based on net asset value(c)	10.53%	3.78%	8.82%	11.89%	(5.20)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$37,507	$23,338	$13,614	$8,455	$1,735
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.46%	.46%	.45%(d)	.45%	.47%(f)
Expenses, net of waivers/reimbursements, excluding interest expense	.45%	.45%	.45%(d)	.45%	.47%(f)
Expenses, before waivers/reimbursements	.55%	.55%	.55%(d)	.55%	.55%(f)
Expenses, before waivers/reimbursements, excluding interest expense	.53%	.55%	.54%(d)	.55%	.55%(f)
Net investment income(a)	4.16%	4.65%	4.59%(d)	4.80%	4.98%(f)
Portfolio turnover rate	23%	12%	8%	9%	2%

See footnotes on page 95.

New York Portfolio

	CLASS A Year Ended October 31, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 9.97	$ 10.01	$ 9.69	$ 9.01	$ 9.82
Income From Investment Operations					
Net investment income(a)(b)	.36	.38	.37	.38	.40
Net realized and unrealized gain (loss) on investment transactions	.50	(.04)	.32	.68	(.81)
Net increase (decrease) in net asset value from operations	.86	.34	.69	1.06	(.41)
Less: Dividends					
Dividends from net investment income	(.36)	(.38)	(.37)	(.38)	(.40)
Net asset value, end of period	$ 10.47	$ 9.97	$ 10.01	$ 9.69	$ 9.01
Total Return					
Total investment return based on net asset value(c)	8.76%	3.56%	7.26%	12.03%	(4.31)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$579,899	$493,133	$516,566	$444,600	$368,524
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.75%	.75%	.75%(d)	.72%	.58%
Expenses, before waivers/reimbursements	.85%	.87%	.86%(d)	.88%	.88%
Net investment income(a)	3.49%	3.90%	3.76%(d)	4.09%	4.17%
Portfolio turnover rate	14%	7%	5%	2%	10%

	CLASS B Year Ended October 31, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 9.96	$ 10.00	$ 9.68	$ 9.00	$ 9.80
Income From Investment Operations					
Net investment income(a)(b)	.29	.31	.30	.32	.33
Net realized and unrealized gain (loss) on investment transactions	.49	(.04)	.32	.68	(.79)
Net increase (decrease) in net asset value from operations	.78	.27	.62	1.00	(.46)
Less: Dividends					
Dividends from net investment income	(.29)	(.31)	(.30)	(.32)	(.34)
Net asset value, end of period	$10.45	$ 9.96	$ 10.00	$ 9.68	$ 9.00
Total Return					
Total investment return based on net asset value(c)	7.92%	2.85%	6.53%	11.28%	(4.88)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$9,664	$14,134	$24,682	$36,520	$46,000
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.45%	1.45%	1.45%(d)	1.42%	1.28%
Expenses, before waivers/ reimbursements	1.57%	1.59%	1.58%(d)	1.60%	1.60%
Net investment income(a)	2.82%	3.22%	3.08%(d)	3.43%	3.46%
Portfolio turnover rate	14%	7%	5%	2%	10%

See footnotes on page 95.

	CLASS C Year Ended October 31,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 9.96	$ 10.01	$ 9.68	$ 9.01	$ 9.81
Income From Investment Operations					
Net investment income(a)(b)	.29	.31	.30	.31	.33
Net realized and unrealized gain (loss) on investment transactions	.50	(.05)	.33	.68	(.79)
Net increase (decrease) in net asset value from operations	.79	.26	.63	.99	(.46)
Less: Dividends					
Dividends from net investment income	(.29)	(.31)	(.30)	(.32)	(.34)
Net asset value, end of period	$ 10.46	$ 9.96	$ 10.01	$ 9.68	$ 9.01
Total Return					
Total investment return based on net asset value(c)	8.01%	2.74%	6.62%	11.14%	(4.88)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$106,135	$79,223	$90,789	$67,718	$49,821
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.45%	1.45%	1.45%(d)	1.42%	1.28%
Expenses, before waivers/ reimbursements	1.55%	1.57%	1.56%(d)	1.58%	1.58%
Net investment income(a)	2.79%	3.20%	3.05%(d)	3.38%	3.47%
Portfolio turnover rate	14%	7%	5%	2%	10%

	ADVISOR CLASS				
	Year Ended October 31,				August 6, 2008(e) to October 31,
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 9.97	$ 10.01	$ 9.69	$ 9.02	$ 9.60
Income From Investment Operations					
Net investment income(a)(b)	.39	.41	.40	.41	.08
Net realized and unrealized gain (loss) on investment transactions	.50	(.04)	.32	.67	(.56)
Net increase (decrease) in net asset value from operations	.89	.37	.72	1.08	(.48)
Less: Dividends					
Dividends from net investment income	(.39)	(.41)	(.40)	(.41)	(.10)
Net asset value, end of period	$ 10.47	$ 9.97	$ 10.01	$ 9.69	$ 9.02
Total Return					
Total investment return based on net asset value(c)	9.09%	3.87%	7.58%	12.25%	(4.98)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$23,882	$11,169	$13,028	$7,584	$4,868
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.45%	.45%	.45%(d)	.42%	.28%(f)
Expenses, before waivers/reimbursements	.54%	.57%	.55%(d)	.58%	.49%(f)
Net investment income(a)	3.77%	4.21%	4.03%(d)	4.37%	4.95%(f)
Portfolio turnover rate	14%	7%	5%	2%	10%

(a) Net of fees and expenses waived/reimbursed by the Adviser.

(b) Based on average shares outstanding.

(c) Total investment return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period, and redemption on the last day of the period. Initial sales charges or contingent deferred sales charges are not reflected in the calculation of total investment return. Total return does not reflect the deduction of taxes that a shareholder would pay on fund distributions or the redemption of fund shares. Total investment return calculated for a period of less than one year is not annualized.

(d) The ratio includes expenses attributable to costs of proxy solicitation.

(e) Commencement of operations.

(f) Annualized.

(g) The Adviser agreed to voluntarily reimburse an additional .02%, .03% and .05% of the Portfolio's Class A, Class C and Advisor Class expenses, respectively.

	CLASS A Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.95	$ 11.17	$ 11.02	$ 10.28	$ 10.93
Income From Investment Operations					
Net investment income(a)(b)	.43	.45	.44	.45	.44
Net realized and unrealized gain (loss) on investment transactions	.46	(.13)	.15	.74	(.65)
Net increase (decrease) in net asset value from operations	.89	.32	.59	1.19	(.21)
Less: Dividends and Distributions					
Dividends from net investment income	(.43)	(.46)	(.44)	(.45)	(.44)
Distributions from net realized gain on investment transactions	–0–	(.08)	–0–	–0–	–0–
Total dividends and distributions	(.43)	(.54)	(.44)	(.45)	(.44)
Net asset value, end of period	$ 11.41	$ 10.95	$ 11.17	$ 11.02	$ 10.28
Total Return					
Total investment return based on net asset value(c)	8.27%	3.07%	5.55%	11.97%	(2.08)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$140,768	$134,466	$159,374	$172,697	$166,997
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.79%	.78%	.78%(d)	.78%	.78%
Expenses, net of waivers/reimbursements, excluding interest expense	.78%	.78%	.78%(d)	.78%	.78%
Expenses, before waivers/reimbursements	.95%	.95%	.94%(d)	.93%	.93%
Expenses, before waivers/reimbursements, excluding interest expense	.94%	.95%	.94%(d)	.93%	.93%
Net investment income(a)	3.85%	4.22%	4.06%(d)	4.38%	4.02%
Portfolio turnover rate	17%	2%	10%	7%	25%

	CLASS B Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$10.93	$11.15	$11.01	$10.26	$ 10.91
Income From Investment Operations					
Net investment income(a)(b)	.35	.38	.37	.38	.36
Net realized and unrealized gain (loss) on investment transactions	.46	(.14)	.14	.75	(.65)
Net increase (decrease) in net asset value from operations	.81	.24	.51	1.13	(.29)
Less: Dividends and Distributions					
Dividends from net investment income	(.35)	(.38)	(.37)	(.38)	(.36)
Distributions from net realized gain on investment transactions	–0–	(.08)	–0–	–0–	–0–
Total dividends and distributions	(.35)	(.46)	(.37)	(.38)	(.36)
Net asset value, end of period	$11.39	$10.93	$11.15	$11.01	$ 10.26
Total Return					
Total investment return based on net asset value(c)	7.54%	2.36%	4.74%	11.32%	(2.76)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$1,933	$2,330	$4,535	$7,409	$14,485
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.49%	1.48%	1.48%(d)	1.48%	1.48%
Expenses, net of waivers/reimbursements, excluding interest expense	1.48%	1.48%	1.48%(d)	1.48%	1.48%
Expenses, before waivers/reimbursements	1.67%	1.67%	1.65%(d)	1.65%	1.66%
Expenses, before waivers/reimbursements, excluding interest expense	1.66%	1.67%	1.65%(d)	1.65%	1.66%
Net investment income(a)	3.17%	3.53%	3.37%(d)	3.70%	3.32%
Portfolio turnover rate	17%	2%	10%	7%	25%

See footnote summary on page 111.

	CLASS C Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.93	$ 11.15	$ 11.01	$ 10.26	$ 10.91
Income From Investment Operations					
Net investment income(a)(b)	.35	.38	.37	.38	.36
Net realized and unrealized gain (loss) on investment transactions	.46	(.14)	.14	.75	(.65)
Net increase (decrease) in net asset value from operations	.81	.24	.51	1.13	(.29)
Less: Dividends and Distributions					
Dividends from net investment income	(.35)	(.38)	(.37)	(.38)	(.36)
Distributions from net realized gain on investment transactions	–0–	(.08)	–0–	–0–	–0–
Total dividends and distributions	(.35)	(.46)	(.37)	(.38)	(.36)
Net asset value, end of period	$ 11.39	$ 10.93	$ 11.15	$ 11.01	$ 10.26
Total Return					
Total investment return based on net asset value(c)	7.54%	2.35%	4.74%	11.32%	(2.76)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$35,464	$32,103	$37,623	$34,975	$30,000
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.49%	1.48%	1.48%(d)	1.48%	1.48%
Expenses, net of waivers/reimbursements, excluding interest expense	1.48%	1.48%	1.48%(d)	1.48%	1.48%
Expenses, before waivers/reimbursements	1.65%	1.66%	1.64%(d)	1.64%	1.64%
Expenses, before waivers/reimbursements, excluding interest expense	1.64%	1.66%	1.64%(d)	1.64%	1.64%
Net investment income(a)	3.16%	3.53%	3.37%(d)	3.68%	3.33%
Portfolio turnover rate	17%	2%	10%	7%	25%

See footnotes on page 111.

	CLASS A Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 11.28	$ 11.32	$ 11.08	$ 10.36	$ 10.81
Income From Investment Operations					
Net investment income(a)(b)	.39	.38	.39	.42	.42
Net realized and unrealized gain (loss) on investment transactions	.61	(.02)†	.26	.74	(.43)
Contributions from Adviser	–0–	–0–	–0–	–0–	.00(e)
Net increase (decrease) in net asset value from operations	1.00	.36	.65	1.16	(.01)
Less: Dividends					
Dividends from net investment income	(.41)	(.40)	(.41)	(.44)	(.44)
Net asset value, end of period	$ 11.87	$ 11.28	$ 11.32	$ 11.08	$ 10.36
Total Return					
Total investment return based on net asset value(c)	8.98%	3.38%	6.02%	11.50%	(.22)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$233,271	$215,025	$192,427	$158,368	$109,951
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.82%	.82%	.82%(d)	.82%	.82%
Expenses, before waivers/reimbursements	.88%	.89%	.93%(d)	.95%	1.01%
Net investment income(a)	3.33%	3.51%	3.50%(d)	3.96%	3.90%
Portfolio turnover rate	6%	15%	14%	7%	32%

	CLASS B Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$11.25	$11.29	$11.06	$10.34	$ 10.79
Income From Investment Operations					
Net investment income(a)(b)	.31	.30	.31	.34	.34
Net realized and unrealized gain (loss) on investment transactions	.62	(.01)†	.25	.75	(.43)
Contributions from Adviser	–0–	–0–	–0–	–0–	.00(e)
Net increase (decrease) in net asset value from operations	.93	.29	.56	1.09	(.09)
Less: Dividends					
Dividends from net investment income	(.33)	(.33)	(.33)	(.37)	(.36)
Net asset value, end of period	$11.85	$11.25	$11.29	$11.06	$ 10.34
Total Return					
Total investment return based on net asset value(c)	8.34%	2.68%	5.21%	10.75%	(.91)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$2,223	$3,086	$4,725	$7,600	$13,477
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.52%	1.52%	1.52%(d)	1.52%	1.52%
Expenses, before waivers/reimbursements	1.60%	1.61%	1.64%(d)	1.67%	1.73%
Net investment income(a)	2.66%	2.81%	2.82%(d)	3.29%	3.23%
Portfolio turnover rate	6%	15%	14%	7%	32%

See footnotes on page 111.

	CLASS C Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 11.26	$ 11.30	$ 11.06	$ 10.34	$ 10.79
Income From Investment Operations					
Net investment income(a)(b)	.31	.31	.31	.34	.34
Net realized and unrealized gain (loss) on investment transactions	.61	(.02)†	.26	.75	(.43)
Contributions from Adviser	–0–	–0–	–0–	–0–	.00(e)
Net increase (decrease) in net asset value from operations	.92	.29	.57	1.09	(.09)
Less: Dividends					
Dividends from net investment income	(.33)	(.33)	(.33)	(.37)	(.36)
Net asset value, end of period	$ 11.85	$ 11.26	$ 11.30	$ 11.06	$ 10.34
Total Return					
Total investment return based on net asset value(c)	8.24%	2.67%	5.29%	10.75%	(.91)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$70,889	$58,968	$65,011	$45,510	$36,834
Ratio to average net assets of:					
Expenses, net of waivers/ reimbursements	1.52%	1.52%	1.52%(d)	1.52%	1.52%
Expenses, before waivers/ reimbursements	1.59%	1.60%	1.63%(d)	1.66%	1.72%
Net investment income(a)	2.64%	2.81%	2.80%(d)	3.27%	3.22%
Portfolio turnover rate	6%	15%	14%	7%	32%

See footnotes on page 111.

Michigan Portfolio

	CLASS A Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.76	$ 10.89	$ 10.79	$ 10.11	$ 10.74
Income From Investment Operations					
Net investment income(a)(b)	.39	.41	.39	.40	.40
Net realized and unrealized gain (loss) on investment transactions	.28	(.11)	.13	.70	(.60)
Contributions from Adviser	–0–	–0–	.00(e)	–0–	–0–
Net increase (decrease) in net asset value from operations	.67	.30	.52	1.10	(.20)
Less: Dividends and Distributions					
Dividends from net investment income	(.41)	(.43)	(.42)	(.42)	(.41)
Distributions from net realized gain on investment transactions	(.01)	–0–	–0–	–0–	(.02)
Total dividends and distributions	(.42)	(.43)	(.42)	(.42)	(.43)
Net asset value, end of period	$ 11.01	$ 10.76	$ 10.89	$ 10.79	$ 10.11
Total Return					
Total investment return based on net asset value(c)	6.33%	2.92%	4.92%	11.18%	(1.97)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$71,424	$66,033	$73,445	$73,799	$67,798
Ratio to average net assets of:					
Expenses, net of waivers/ reimbursements	1.01%	1.01%	1.01%(d)	1.01%	1.01%
Expenses, before waiver/ reimbursements	1.05%	1.09%	1.06%(d)	1.07%	1.06%
Net investment income(a)	3.55%	3.84%	3.67%(d)	3.93%	3.77%
Portfolio turnover rate	28%	3%	5%	11%	13%

	CLASS B Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$10.74	$10.87	$10.77	$10.09	$ 10.72
Income From Investment Operations					
Net investment income(a)(b)	.31	.34	.32	.33	.32
Net realized and unrealized gain (loss) on investment transactions	.27	(.10)	.12	.70	(.59)
Contributions from Adviser	–0–	–0–	.00(e)	–0–	–0–
Net increase (decrease) in net asset value from operations	.58	.24	.44	1.03	(.27)
Less: Dividends and Distributions					
Dividends from net investment income	(.33)	(.37)	(.34)	(.35)	(.34)
Distributions from net realized gain on investment transactions	(.01)	–0–	–0–	–0–	(.02)
Total dividends and distributions	(.34)	(.37)	(.34)	(.35)	(.36)
Net asset value, end of period	$10.98	$10.74	$10.87	$10.77	$ 10.09
Total Return					
Total investment return based on net asset value(c)	5.52%	2.27%	4.17%	10.45%	(2.65)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$1,003	$1,460	$3,235	$5,424	$10,378
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.71%	1.71%	1.71%(d)	1.71%	1.71%
Expenses, before waivers/reimbursements	1.78%	1.80%	1.78%(d)	1.79%	1.78%
Net investment income(a)	2.88%	3.16%	2.99%(d)	3.25%	3.08%
Portfolio turnover rate	28%	3%	5%	11%	13%

See footnotes on page 111.

	CLASS C Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.75	$ 10.87	$ 10.78	$ 10.09	$ 10.73
Income From Investment Operations					
Net investment income(a)(b)	.31	.33	.32	.33	.33
Net realized and unrealized gain (loss) on investment transactions	.27	(.09)	.11	.71	(.61)
Contributions from Adviser	–0–	–0–	.00(e)	–0–	–0–
Net increase (decrease) in net asset value from operations	.58	.24	.43	1.04	(.28)
Less: Dividends and Distributions					
Dividends from net investment income	(.33)	(.36)	(.34)	(.35)	(.34)
Distributions from net realized gain on investment transactions	(.01)	–0–	–0–	–0–	(.02)
Total dividends and distributions	(.34)	(.36)	(.34)	(.35)	(.36)
Net asset value, end of period	$ 10.99	$ 10.75	$ 10.87	$ 10.78	$ 10.09
Total Return					
Total investment return based on net asset value(c)	5.51%	2.30%	4.10%	10.54%	(2.74)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$28,668	$28,813	$35,777	$35,905	$34,290
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.71%	1.71%	1.71%(d)	1.71%	1.71%
Expenses, before waivers/ reimbursements	1.76%	1.79%	1.76%(d)	1.78%	1.76%
Net investment income(a)	2.86%	3.15%	2.97%(d)	3.24%	3.08%
Portfolio turnover rate	28%	3%	5%	11%	13%

See footnotes on page 111.

Minnesota Portfolio

	CLASS A Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.35	$ 10.35	$ 10.17	$ 9.51	$ 10.05
Income From Investment Operations					
Net investment income(a)(b)	.35	.35	.32	.37	.39
Net realized and unrealized gain (loss) on investment transactions	.38	.01†	.19	.67	(.53)
Net increase (decrease) in net asset value from operations	.73	.36	.51	1.04	(.14)
Less: Dividends					
Dividends from net investment income	(.36)	(.36)	(.33)	(.38)	(.40)
Net asset value, end of period	$ 10.72	$ 10.35	$ 10.35	$ 10.17	$ 9.51
Total Return					
Total investment return based on net asset value(c)	7.17%	3.68%	5.10%	11.20%	(1.53)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$85,035	$86,705	$107,206	$93,916	$78,064
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.91%	.90%	.90%(d)	.90%	.90%
Expenses, net of waivers/reimbursements, excluding interest expense	.90%	.90%	.90%(d)	.90%	.90%
Expenses, before waivers /reimbursements	1.02%	1.02%	1.02%(d)	1.07%	1.10%
Expenses, before waivers /reimbursements, excluding interest expense	1.02%	1.02%	1.02%(d)	1.07%	1.10%
Net investment income(a)	3.29%	3.48%	3.11%(d)	3.79%	3.93%
Portfolio turnover rate	14%	10%	22%	1%	7%

	CLASS B Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$10.35	$10.35	$10.17	$ 9.51	$10.05
Income From Investment Operations					
Net investment income(a)(b)	.28	.28	.25	.30	.32
Net realized and unrealized gain (loss) on investment transactions	.37	.01†	.19	.67	(.53)
Net increase (decrease) in net asset value from operations	.65	.29	.44	.97	(.21)
Less: Dividends					
Dividends from net investment income	(.29)	(.29)	(.26)	(.31)	(.33)
Net asset value, end of period	$10.71	$10.35	$10.35	$10.17	$ 9.51
Total Return					
Total investment return based on net asset value(c)	6.33%	2.96%	4.39%	10.43%	(2.21)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$ 196	$ 440	$ 676	$1,165	$2,805
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.61%	1.60%	1.60%(d)	1.60%	1.60%
Expenses, net of waivers/reimbursements, excluding interest expense	1.60%	1.60%	1.60%(d)	1.60%	1.60%
Expenses, before waivers/ reimbursements	1.94%	1.90%	1.76%(d)	1.81%	1.81%
Expenses, before waivers/ reimbursements, excluding interest expense	1.94%	1.90%	1.76%(d)	1.81%	1.81%
Net investment income(a)	2.62%	2.77%	2.45%(d)	3.19%	3.21%
Portfolio turnover rate	14%	10%	22%	1%	7%

See footnotes on page 111.

	CLASS C Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.36	$ 10.36	$ 10.18	$ 9.52	$ 10.06
Income From Investment Operations					
Net investment income(a)(b)	.27	.28	.24	.30	.32
Net realized and unrealized gain (loss) on investment transactions	.39	.01†	.20	.67	(.53)
Net increase (decrease) in net asset value from operations	.66	.29	.44	.97	(.21)
Less: Dividends					
Dividends from net investment income	(.29)	(.29)	(.26)	(.31)	(.33)
Net asset value, end of period	$ 10.73	$ 10.36	$ 10.36	$ 10.18	$ 9.52
Total Return					
Total investment return based on net asset value(c)	6.41%	2.95%	4.37%	10.42%	(2.21)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$22,445	$20,838	$22,240	$18,729	$14,192
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.61%	1.60%	1.60%(d)	1.60%	1.60%
Expenses, net of waivers/reimbursements, excluding interest expense	1.60%	1.60%	1.60%(d)	1.60%	1.60%
Expenses, before waivers/ reimbursements	1.72%	1.73%	1.72%(d)	1.78%	1.80%
Expenses, before waivers/ reimbursements, excluding interest expense	1.72%	1.73%	1.72%(d)	1.78%	1.80%
Net investment income(a)	2.58%	2.79%	2.41%(d)	3.07%	3.22%
Portfolio turnover rate	14%	10%	22%	1%	7%

See footnotes on page 111.

New Jersey Portfolio

	CLASS A Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 9.71	$ 9.82	$ 9.55	$ 9.13	$ 9.76
Income From Investment Operations					
Net investment income(a)(b)	.37	.39	.39	.40	.40
Net realized and unrealized gain (loss) on investment transactions	.52	(.11)	.28	.43	(.63)
Net increase (decrease) in net asset value from operations	.89	.28	.67	.83	(.23)
Less: Dividends					
Dividends from net investment income	(.38)	(.39)	(.40)	(.41)	(.40)
Net asset value, end of period	$ 10.22	$ 9.71	$ 9.82	$ 9.55	$ 9.13
Total Return					
Total investment return based on net asset value(c)	9.29%	3.08%	7.17%	9.45%	(2.46)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$122,671	$118,468	$129,078	$130,515	$116,562
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.87%	.87%	.87%(d)	.87%	.87%
Expenses, before waivers/reimbursements	.96%	.97%	.97%(d)	.99%	.99%
Net investment income(a)	3.70%	4.09%	4.08%(d)	4.48%	4.15%
Portfolio turnover rate	14%	0%(f)	9%	8%	32%

	CLASS B Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 9.71	$ 9.82	$ 9.55	$ 9.13	$ 9.76
Income From Investment Operations					
Net investment income(a)(b)	.30	.32	.32	.34	.33
Net realized and unrealized gain (loss) on investment transactions	.52	(.10)	.28	.43	(.62)
Net increase (decrease) in net asset value from operations	.82	.22	.60	.77	(.29)
Less: Dividends					
Dividends from net investment income	(.31)	(.33)	(.33)	(.35)	(.34)
Net asset value, end of period	$10.22	$ 9.71	$ 9.82	$ 9.55	$ 9.13
Total Return					
Total investment return based on net asset value(c)	8.53%	2.37%	6.43%	8.69%	(3.14)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$1,997	$2,982	$4,878	$8,174	$13,898
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.57%	1.57%	1.57%(d)	1.57%	1.57%
Expenses, before waivers/reimbursements	1.68%	1.68%	1.68%(d)	1.71%	1.72%
Net investment income(a)	3.02%	3.39%	3.37%(d)	3.82%	3.44%
Portfolio turnover rate	14%	0%(f)	9%	8%	32%

See footnotes on page 111.

	CLASS C Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 9.72	$ 9.82	$ 9.56	$ 9.13	$ 9.76
Income From Investment Operations					
Net investment income(a)(b)	.30	.32	.32	.34	.33
Net realized and unrealized gain (loss) on investment transactions	.52	(.09)	.27	.44	(.62)
Net increase (decrease) in net asset value from operations	.82	.23	.59	.78	(.29)
Less: Dividends					
Dividends from net investment income	(.31)	(.33)	(.33)	(.35)	(.34)
Net asset value, end of period	$ 10.23	$ 9.72	$ 9.82	$ 9.56	$ 9.13
Total Return					
Total investment return based on net asset value(c)	8.52%	2.47%	6.31%	8.81%	(3.14)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$37,604	$34,224	$38,765	$35,544	$32,332
Ratio to average net assets of:					
Expenses, net of waivers/ reimbursements	1.57%	1.57%	1.57%(d)	1.57%	1.57%
Expenses, before waivers/ reimbursements	1.66%	1.67%	1.67%(d)	1.69%	1.70%
Net investment income(a)	2.99%	3.39%	3.38%(d)	3.78%	3.44%
Portfolio turnover rate	14%	0%(f)	9%	8%	32%

See footnotes on page 111.

Ohio Portfolio

	CLASS A Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.21	$ 10.22	$ 10.12	$ 9.44	$ 10.06
Income From Investment Operations					
Net investment income(a)(b)	.37	.37	.37	.40	.40
Net realized and unrealized gain (loss) on investment transactions	.38	(.01)	.11	.69	(.62)
Net increase (decrease) in net asset value from operations	.75	.36	.48	1.09	(.22)
Less: Dividends					
Dividends from net investment income	(.38)	(.37)	(.38)	(.41)	(.40)
Net asset value, end of period	$ 10.58	$ 10.21	$ 10.22	$ 10.12	$ 9.44
Total Return					
Total investment return based on net asset value(c)	7.47%	3.71%	4.89%	11.84%	(2.33)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$120,573	$106,356	$120,702	$112,101	$101,481
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.86%	.85%	.85%(d)	.85%	.85%
Expenses, net of waivers/reimbursements, excluding interest expense	.85%	.85%	.85%(d)	.85%	.85%
Expenses, before waivers/reimbursements	.97%	.96%	.99%(d)	.99%	1.00%
Expenses, before waivers/reimbursements, excluding interest expense	.96%	.96%	.99%(d)	.99%	1.00%
Net investment income(a)	3.55%	3.65%	3.72%(d)	4.18%	3.97%
Portfolio turnover rate	27%	8%	3%	3%	7%

	CLASS B Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$10.20	$10.21	$10.11	$ 9.43	$ 10.05
Income From Investment Operations					
Net investment income(a)(b)	.30	.29	.30	.33	.32
Net realized and unrealized gain (loss) on investment transactions	.38	.01†	.11	.69	(.61)
Net increase (decrease) in net asset value from operations	.68	.30	.41	1.02	(.29)
Less: Dividends					
Dividends from net investment income	(.31)	(.31)	(.31)	(.34)	(.33)
Net asset value, end of period	$10.57	$10.20	$10.21	$10.11	$ 9.43
Total Return					
Total investment return based on net asset value(c)	6.74%	3.00%	4.18%	11.08%	(3.02)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$1,833	$3,082	$4,991	$8,294	$16,192
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.55%	1.55%	1.55%(d)	1.55%	1.55%
Expenses, net of waivers/reimbursements, excluding interest expense	1.55%	1.55%	1.55%(d)	1.55%	1.55%
Expenses, before waivers/reimbursements	1.70%	1.68%	1.71%(d)	1.71%	1.72%
Expenses, before waivers/reimbursements, excluding interest expense	1.69%	1.68%	1.71%(d)	1.71%	1.72%
Net investment income(a)	2.90%	2.94%	3.03%(d)	3.50%	3.26%
Portfolio turnover rate	27%	8%	3%	3%	7%

See footnotes on page 111.

	CLASS C				
	Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.20	$ 10.21	$ 10.12	$ 9.43	$ 10.06
Income From Investment Operations					
Net investment income(a)(b)	.30	.30	.30	.33	.33
Net realized and unrealized gain (loss) on investment transactions	.39	.00(e)†	.10	.70	(.63)
Net increase (decrease) in net asset value from operations	.69	.30	.40	1.03	(.30)
Less: Dividends					
Dividends from net investment income	(.31)	(.31)	(.31)	(.34)	(.33)
Net asset value, end of period	$ 10.58	$ 10.20	$ 10.21	$ 10.12	$ 9.43
Total Return					
Total investment return based on net asset value(c)	6.83%	2.99%	4.06%	11.19%	(3.11)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$43,943	$41,520	$44,272	$41,008	$37,446
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.56%	1.55%	1.55%(d)	1.55%	1.55%
Expenses, net of waivers/reimbursements, excluding interest expense	1.55%	1.55%	1.55%(d)	1.55%	1.55%
Expenses, before waivers/reimbursements	1.67%	1.66%	1.69%(d)	1.70%	1.71%
Expenses, before waivers/reimbursements excluding interest expense	1.66%	1.66%	1.69%(d)	1.70%	1.71%
Net investment income(a)	2.86%	2.96%	3.02%(d)	3.48%	3.27%
Portfolio turnover rate	27%	8%	3%	3%	7%

See footnotes on page 111.

Pennsylvania Portfolio

	CLASS A Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.43	$ 10.55	$ 10.28	$ 9.75	$ 10.44
Income From Investment Operations					
Net investment income(a)(b)	.37	.40	.40	.41	.41
Net realized and unrealized gain (loss) on investment transactions	.53	(.03)	.27	.53	(.69)
Net increase (decrease) in net asset value from operations	.90	.37	.67	.94	(.28)
Less: Dividends and Distributions					
Dividends from net investment income	(.37)	(.40)	(.40)	(.41)	(.41)
Distributions from net realized gain on investment transactions	(.01)	(.09)	–0–	–0–	–0–
Total dividends and distributions	(.38)	(.49)	(.40)	(.41)	(.41)
Net asset value, end of period	$ 10.95	$ 10.43	$ 10.55	$ 10.28	$ 9.75
Total Return					
Total investment return based on net asset value(c)	8.74%	3.75%	6.67%	10.00%	(2.80)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$105,045	$101,432	$104,928	$103,024	$93,096
Ratio to average net assets of:					
Expenses, net of waiver/ reimbursements	.95%	.95%	.95%(d)	.95%	.95%
Expenses, before waivers/ reimbursements	.99%	1.00%	1.01%(d)	1.03%	1.03%
Net investment income(a)	3.44%	3.90%	3.88%(d)	4.25%	3.99%
Portfolio turnover rate	20%	6%	17%	9%	9%

	CLASS B Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$10.43	$10.55	$10.28	$ 9.75	$ 10.44
Income From Investment Operations					
Net investment income(a)(b)	.29	.32	.33	.34	.34
Net realized and unrealized gain (loss) on investment transactions	.53	(.02)	.27	.53	(.69)
Net increase (decrease) in net asset value from operations	.82	.30	.60	.87	(.35)
Less: Dividends and Distributions					
Dividends from net investment income	(.29)	(.33)	(.33)	(.34)	(.34)
Distributions from net realized gain on investment transactions	(.01)	(.09)	–0–	–0–	–0–
Total dividends and distributions	(.30)	(.42)	(.33)	(.34)	(.34)
Net asset value, end of period	$10.95	$10.43	$10.55	$10.28	$ 9.75
Total Return					
Total investment return based on net asset value(c)	7.99%	3.03%	5.93%	9.24%	(3.48)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$1,699	$3,164	$4,642	$7,135	$11,245
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.65%	1.65%	1.65%(d)	1.65%	1.65%
Expenses, before waivers/reimbursements	1.71%	1.72%	1.73%(d)	1.75%	1.75%
Net investment income(a)	2.77%	3.19%	3.18%(d)	3.57%	3.27%
Portfolio turnover rate	20%	6%	17%	9%	9%

See footnotes on page 111.

	CLASS C Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 10.44	$ 10.55	$ 10.28	$ 9.75	$ 10.44
Income From Investment Operations					
Net investment income(a)(b)	.29	.32	.33	.34	.34
Net realized and unrealized gain (loss) on investment transactions	.52	(.01)	.27	.53	(.69)
Net increase (decrease) in net asset value from operations	.81	.31	.60	.87	(.35)
Less: Dividends and Distributions					
Dividends from net investment income	(.29)	(.33)	(.33)	(.34)	(.34)
Distributions from net realized gain on investment transactions	(.01)	(.09)	–0–	–0–	–0–
Total dividends and distributions	(.30)	(.42)	(.33)	(.34)	(.34)
Net asset value, end of period	$ 10.95	$ 10.44	$ 10.55	$ 10.28	$ 9.75
Total Return					
Total investment return based on net asset value(c)	7.88%	3.13%	5.93%	9.24%	(3.48)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$28,555	$25,694	$28,671	$28,583	$30,194
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.65%	1.65%	1.65%(d)	1.65%	1.65%
Expenses, before waivers/reimbursements	1.69%	1.71%	1.71%(d)	1.73%	1.74%
Net investment income(a)	2.74%	3.19%	3.17%(d)	3.55%	3.29%
Portfolio turnover rate	20%	6%	17%	9%	9%

See footnotes on page 111.

	CLASS A Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 11.12	$ 11.07	$ 10.84	$ 10.01	$ 10.68
Income From Investment Operations					
Net investment income(a)(b)	.37	.41	.39	.42	.43
Net realized and unrealized gain (loss) on investment transactions	.56	.09	.24	.85	(.66)
Net increase (decrease) in net asset value from operations	.93	.50	.63	1.27	(.23)
Less: Dividends and Distributions					
Dividends from net investment income	(.38)	(.43)	(.40)	(.44)	(.44)
Distributions from net realized gain on investment transactions	(.06)	(.02)	–0–	–0–	–0–
Total dividends and distributions	(.44)	(.45)	(.40)	(.44)	(.44)
Net asset value, end of period	$ 11.61	$ 11.12	$ 11.07	$ 10.84	$ 10.01
Total Return					
Total investment return based on net asset value(c)	8.55%	4.72%	6.00%	13.03%	(2.33)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$228,317	$189,326	$204,517	$178,412	$141,216
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	.72%	.72%	.72%(d)	.72%	.72%
Expenses, before waivers/reimbursements	.89%	.91%	.92%(d)	.94%	.96%
Net investment income(a)	3.28%	3.84%	3.64%(d)	4.17%	4.07%
Portfolio turnover rate	23%	24%	8%	9%	26%

	CLASS B Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$11.10	$11.05	$10.82	$ 9.99	$ 10.66
Income From Investment Operations					
Net investment income(a)(b)	.29	.34	.32	.35	.35
Net realized and unrealized gain (loss) on investment transactions	.56	.08	.24	.85	(.66)
Net increase (decrease) in net asset value from operations	.85	.42	.56	1.20	(.31)
Less: Dividends and Distributions					
Dividends from net investment income	(.30)	(.35)	(.33)	(.37)	(.36)
Distributions from net realized gain on investment transactions	(.06)	(.02)	–0–	–0–	–0–
Total dividends and distributions	(.36)	(.37)	(.33)	(.37)	(.36)
Net asset value, end of period	$11.59	$11.10	$11.05	$10.82	$ 9.99
Total Return					
Total investment return based on net asset value(c)	7.83%	4.01%	5.29%	12.27%	(3.02)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$2,083	$3,132	$4,752	$6,578	$11,582
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.42%	1.42%	1.42%(d)	1.42%	1.42%
Expenses, before waivers/reimbursements	1.61%	1.63%	1.64%(d)	1.67%	1.67%
Net investment income(a)	2.62%	3.15%	2.96%(d)	3.55%	3.37%
Portfolio turnover rate	23%	24%	8%	9%	26%

See footnotes on page 111.

	CLASS C Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 11.09	$ 11.04	$ 10.81	$ 9.98	$ 10.66
Income From Investment Operations					
Net investment income(a)(b)	.29	.34	.32	.35	.36
Net realized and unrealized gain (loss) on investment transactions	.57	.08	.24	.85	(.68)
Net increase (decrease) in net asset value from operations	.86	.42	.56	1.20	(.32)
Less: Dividends and Distributions					
Dividends from net investment income	(.30)	(.35)	(.33)	(.37)	(.36)
Distributions from net realized gain on investment transactions	(.06)	(.02)	–0–	–0–	–0–
Total dividends and distributions	(.36)	(.37)	(.33)	(.37)	(.36)
Net asset value, end of period	$ 11.59	$ 11.09	$ 11.04	$ 10.81	$ 9.98
Total Return					
Total investment return based on net asset value(c)	7.91%	4.01%	5.29%	12.28%	(3.11)%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	$73,102	$61,044	$59,844	$49,137	$36,517
Ratio to average net assets of:					
Expenses, net of waivers/reimbursements	1.42%	1.42%	1.42%(d)	1.42%	1.42%
Expenses, before waivers/ reimbursements	1.59%	1.61%	1.62%(d)	1.65%	1.66%
Net investment income(a)	2.59%	3.14%	2.95%(d)	3.48%	3.38%
Portfolio turnover rate	23%	24%	8%	9%	26%

(a) Net of fees waived and expenses reimbursed by the Adviser.

(b) Based on average shares outstanding.

(c) Total investment return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period, and redemption on the last day of the period. Initial sales charges or contingent deferred sales charges are not reflected in the calculation of total investment return. Total return does not reflect the deduction of taxes that a shareholder would pay on fund distributions or the redemption of fund shares. Total investment return calculated for a period of less than one year is not annualized.

(d) The ratio includes expenses attributable to costs of proxy solicitation.

(e) Amount is less than $.005.

(f) Amount is less than .5%.

† Due to timing of sales and repurchase of capital shares, the net realized and unrealized gain (loss) per share is not in accord with the Portfolio's change in net realized and unrealized gain (loss) on investment transactions for the period.

Intermediate Diversified Municipal Portfolio

	CLASS A				
	Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 14.66	$ 14.75	$ 14.54	$ 13.81	$ 14.01
Income From Investment Operations					
Net investment income†	.38	.41	.41	.44	.44
Net realized and unrealized gain (loss) on investment transactions	.27	(.01)	.24	.74	(.20)
Total from investment operations	.65	.40	.65	1.18	.24
Less dividends and distributions:					
Dividends from tax-exempt net investment income	(.38)	(.42)	(.42)	(.44)	(.44)
Distributions from net realized gain on investment transactions	(.01)	(.07)	(.02)	(.01)	– 0 –
Total dividends and distributions	(.39)	(.49)	(.44)	(.45)	(.44)
Net asset value, end of period	$ 14.92	$ 14.66	$ 14.75	$ 14.54	$ 13.81
Total Return(a)	4.50%	2.79%	4.55%	8.74%	1.70%
Ratios/Supplemental Data					
Net assets, end of period (000 omitted)	$810,284	$535,805	$346,040	$114,769	$46,537
Average net assets (000 omitted)	$655,183	$380,510	$213,627	$ 72,153	$34,879
Ratio to average net assets of:					
Expenses	.78%	.79%	.79%(b)	.82%	82%
Net investment income	2.55%	2.83%	2.82%(b)	3.11%	3.13%
Portfolio turnover rate	16%	18%	21%	12%	28%

	CLASS B				
	Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$14.66	$14.76	$14.54	$13.82	$ 14.01
Income From Investment Operations					
Net investment income†	.27	.30	.31	.34	.34
Net realized and unrealized gain (loss) on investment transactions	.28	(.02)	.24	.73	(.19)
Total from investment operations	.55	.28	.55	1.07	.15
Less: Dividends and Distributions					
Dividends from tax-exempt net investment income	(.27)	(.31)	(.31)	(.34)	(.34)
Distributions from net realized gain on investment transactions	(.01)	(.07)	(.02)	(.01)	– 0 –
Total dividends and distributions	(.28)	(.38)	(.33)	(.35)	(.34)
Net asset value, end of period	$14.93	$14.66	$14.76	$14.54	$ 13.82
Total Return(a)	3.79%	1.97%	3.87%	7.91%	1.08%
Ratios/Supplemental Data					
Net assets, end of period (000 omitted)	$ 536	$ 817	$1,556	$3,333	$11,674
Average net assets (000 omitted)	$ 724	$1,032	$2,193	$7,976	$18,414
Ratio to average net assets of:					
Expenses	1.53%	1.53%	1.53%(b)	1.56%	1.53%
Net investment income	1.82%	2.12%	2.14%(b)	2.43%	2.43%
Portfolio turnover rate	16%	18%	21%	12%	28%

See footnotes on page 117.

	CLASS C				
	Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 14.66	$ 14.75	$ 14.54	$ 13.81	$ 14.01
Income From Investment Operations					
Net investment income†	.27	.31	.31	.34	.34
Net realized and unrealized gain (loss) on investment transactions	.28	(.02)	.24	.74	(.20)
Total from investment operations	.55	.29	.55	1.08	.14
Less: Dividends and Distributions					
Dividends from tax-exempt net investment income	(.28)	(.31)	(.32)	(.34)	(.34)
Distributions from net realized gain on investment transactions	(.01)	(.07)	(.02)	(.01)	– 0 –
Total dividends and distributions	(.29)	(.38)	(.34)	(.35)	(.34)
Net asset value, end of period	$ 14.92	$ 14.66	$ 14.75	$ 14.54	$ 13.81
Total Return(a)	3.77%	2.07%	3.82%	7.99%	1.00%
Ratios/Supplemental Data					
Net assets, end of period (000 omitted)	$172,473	$111,400	$96,996	$46,061	$32,593
Average net assets (000 omitted)	$139,330	$103,683	$65,992	$38,868	$34,110
Ratio to average net assets of:					
Expenses	1.48%	1.49%	1.50%(b)	1.53%	1.53%
Net investment income	1.85%	2.14%	2.13%(b)	2.42%	2.43%
Portfolio turnover rate	16%	18%	21%	12%	28%

See footnotes on page 117.

Intermediate California Municipal Portfolio

	CLASS A Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 14.62	$ 14.84	$ 14.55	$ 13.96	$ 14.18
Income From Investment Operations					
Net investment income†	.41	.42	.43	.44	.44
Net realized and unrealized gain (loss) on investment transactions	.29	(.07)	.33	.63	(.22)
Total from investment operations	.70	.35	.76	1.07	.22
Less: Dividends and Distributions					
Dividends from tax-exempt net investment income	(.41)	(.42)	(.43)	(.44)	(.44)
Distributions from net realized gain on investment transactions	– 0 –	(.15)	(.04)	(.04)	– 0 –
Total dividends and distributions	(.41)	(.57)	(.47)	(.48)	(.44)
Net asset value, end of period	$ 14.91	$ 14.62	$ 14.84	$ 14.55	$ 13.96
Total Return(a)	4.85%	2.50%	5.36%	7.82%	1.55%
Ratios/Supplemental Data					
Net assets, end of period (000 omitted)	$113,889	$59,978	$49,944	$41,130	$29,827
Average net assets (000 omitted)	$ 88,033	$49,895	$43,000	$34,945	$25,239
Ratio to average net assets of:					
Expenses	.87%	.88%	.87%(b)	.89%	.90%
Net investment income	2.76%	2.94%	2.97%(b)	3.11%	3.10%
Portfolio turnover rate	15%	14%	33%	14%	26%

	CLASS B Year Ended September 30, 2012	2011	2010	2009	2008
Net asset value, beginning of period	$14.62	$14.84	$14.55	$13.97	$14.18
Income From Investment Operations					
Net investment income†	.31	.32	.32	.34	.34
Net realized and unrealized gain (loss) on investment transactions	.29	(.07)	.34	.62	(.21)
Total from investment operations	.60	.25	.66	.96	.13
Less: Dividends and Distributions					
Dividends from tax-exempt net investment income	(.31)	(.32)	(.33)	(.34)	(.34)
Distributions from net realized gain on investment transactions	– 0 –	(.15)	(.04)	(.04)	– 0 –
Total dividends and distributions	(.31)	(.47)	(.37)	(.38)	(.34)
Net asset value, end of period	$14.91	$14.62	$14.84	$14.55	$13.97
Total Return(a)	4.11%	1.79%	4.62%	7.00%	0.92%
Ratios/Supplemental Data					
Net assets, end of period (000 omitted)	$ 65	$ 160	$ 491	$1,873	$6,380
Average net assets (000 omitted)	$ 112	$ 305	$1,066	$4,073	$8,903
Ratio to average net assets of:					
Expenses	1.59%	1.59%	1.61%(b)	1.61%	1.60%
Net investment income	2.09%	2.23%	2.26%(b)	2.42%	2.40%
Portfolio turnover rate	15%	14%	33%	14%	26%

See footnotes on page 117

	CLASS C Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 14.62	$ 14.84	$ 14.55	$ 13.96	$ 14.18
Income From Investment Operations					
Net investment income†	.31	.32	.33	.34	.34
Net realized and unrealized gain (loss) on investment transactions	.29	(.07)	.33	.63	(.22)
Total from investment operations	.60	.25	.66	.97	.12
Less: Dividends and Distributions					
Dividends from tax-exempt net investment income	(.31)	(.32)	(.33)	(.34)	(.34)
Distributions from net realized gain on investment transactions	– 0 –	(.15)	(.04)	(.04)	– 0 –
Total dividends and distributions	(.31)	(.47)	(.37)	(.38)	(.34)
Net asset value, end of period	$ 14.91	$ 14.62	$ 14.84	$ 14.55	$ 13.96
Total Return(a)	4.12%	1.79%	4.64%	7.08%	0.84%
Ratios/Supplemental Data					
Net assets, end of period (000 omitted)	$25,647	$20,163	$21,612	$18,717	$17,416
Average net assets (000 omitted)	$22,572	$19,880	$19,944	$18,309	$17,306
Ratio to average net assets of:					
Expenses	1.58%	1.59%	1.58%(b)	1.60%	1.60%
Net investment income	2.07%	2.23%	2.28%(b)	2.42%	2.40%
Portfolio turnover rate	15%	14%	33%	14%	26%

See footnotes on page 117.

	CLASS A Year Ended September 30,				
	2012	**2011**	**2010**	**2009**	**2008**
Net asset value, beginning of period	$ 14.41	$ 14.52	$ 14.35	$ 13.60	$ 13.83
Income from investment operations					
Net investment income†	.39	.41	.40	.42	.43
Net realized and unrealized gain (loss) on investment transactions	.25	(.06)	.20	.79	(.23)
Total from investment operations	.64	.35	.60	1.21	.20
Less: Dividends and Distributions					
Dividends from tax-exempt net investment income	(.39)	(.41)	(.40)	(.42)	(.43)
Distributions from net realized gain on investment transactions	– 0 –	(.05)	(.03)	(.04)	– 0 –
Total dividends and distributions	(.39)	(.46)	(.43)	(.46)	(.43)
Net asset value, end of period	$ 14.66	$ 14.41	$ 14.52	$ 14.35	$ 13.60
Total Return(a)	4.50%	2.50%	4.28%	9.15%	1.43%
Ratios/Supplemental Data					
Net assets, end of period (000 omitted)	$246,050	$183,641	$161,499	$67,472	$38,508
Average net assets (000 omitted)	$210,357	$163,702	$111,181	$47,909	$30,308
Ratio to average net assets of:					
Expenses	.85%	.84%	.85%(b)	.87%	.89%
Net investment income	2.68%	2.86%	2.78%(b)	3.05%	3.09%
Portfolio turnover rate	14%	14%	18%	19%	24%

	CLASS B Year Ended September 30,				
	2012	**2011**	**2010**	**2009**	**2008**
Net asset value, beginning of period	$14.40	$14.51	$14.35	$13.60	$ 13.82
Income From Investment Operations					
Net investment income†	.28	.30	.30	.33	.33
Net realized and unrealized gain (loss) on investment transactions	.25	(.06)	.19	.79	(.21)
Total from investment operations	.53	.24	.49	1.12	.12
Less: Dividends and Distributions					
Dividends from tax-exempt net investment income	(.28)	(.30)	(.30)	(.33)	(.34)
Distributions from net realized gain on investment transactions	– 0 –	(.05)	(.03)	(.04)	– 0 –
Total dividends and distributions	(.28)	(.35)	(.33)	(.37)	(.34)
Net asset value, end of period	$14.65	$14.40	$14.51	$14.35	$ 13.60
Total Return(a)	3.73%	1.75%	3.47%	8.39%	.80%
Ratios/Supplemental Data					
Net assets, end of period (000 omitted)	$ 595	$ 754	$1,118	$3,426	$11,912
Average net assets (000 omitted)	$ 692	$ 920	$2,345	$8,161	$17,351
Ratio to average net assets of:					
Expenses	1.60%	1.58%	1.59%(b)	1.60%	1.60%
Net investment income	1.95%	2.13%	2.09%(b)	2.39%	2.40%
Portfolio turnover rate	14%	14%	18%	19%	24%

See footnotes on page 117.

	CLASS C Year Ended September 30,				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	$ 14.41	$ 14.52	$ 14.35	$ 13.60	$ 13.83
Income From Investment Operations					
Net investment income†	.29	.31	.30	.32	.33
Net realized and unrealized gain (loss) on investment transactions	.25	(.06)	.20	.80	(.23)
Total from investment operations	.54	.25	.50	1.12	.10
Less: Dividends and Distributions					
Dividends from tax-exempt net investment income	(.29)	(.31)	(.30)	(.33)	(.33)
Distributions from net realized gain on investment transactions	– 0 –	(.05)	(.03)	(.04)	– 0 –
Total dividends and distributions	(.29)	(.36)	(.33)	(.37)	(.33)
Net asset value, end of period	$ 14.66	$ 14.41	$ 14.52	$ 14.35	$ 13.60
Total Return(a)	3.77%	1.78%	3.55%	8.39%	0.72%
Ratios/Supplemental Data					
Net assets, end of period (000 omitted)	$91,139	$64,599	$63,112	$30,877	$17,618
Average net assets (000 omitted)	$76,424	$61,580	$44,917	$21,250	$17,493
Ratio to average net assets of:					
Expenses	1.55%	1.54%	1.55%(b)	1.57%	1.60%
Net investment income	1.97%	2.16%	2.08%(b)	2.34%	2.40%
Portfolio turnover rate	14%	14%	18%	19%	24%

† Based on average shares outstanding.

(a) Total investment return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period, and redemption on the last day of the period. Total return does not reflect the deduction of taxes that a shareholder would pay on fund distributions or the redemption of fund shares. Total investment return calculated for a period of less than one year is not annualized.

(b) The ratio includes expenses attributable to costs of proxy solicitation.

APPENDIX A

Hypothetical Investment and Expense Information

The settlement agreement between the Adviser and the New York State Attorney General requires the Portfolios to include the following supplemental hypothetical investment information, which provides additional information calculated and presented in a manner different from expense information found under "Fees and Expenses of the Portfolios" in this Prospectus, about the effect of a Portfolio's expenses, including investment advisory fees and other Portfolio costs, on the Portfolio's returns over a 10-year period. The chart shows the estimated expenses (net of any fee or expense waiver for the first year) that would be charged on a hypothetical investment of $10,000 in Class A shares of the Portfolio assuming a 5% return each year, including an initial sales charge of 3.00%. Except as otherwise indicated, the chart also assumes that the current annual expense ratio stays the same throughout the 10-year period. The current annual expense ratio for each Portfolio is the same as stated under "Financial Highlights". If you wish to obtain hypothetical investment information for other classes of shares of the Portfolio, please refer to "Investor Resources—Calculators—Mutual Funds—Hypothetical Fee and Expenses Calculator" on www.AllianceBernstein.com. Your actual expenses may be higher or lower.

National Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses*	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 382.50	$10,102.50
2	10,102.50	505.13	10,607.63	91.23	10,516.40
3	10,516.40	525.82	11,042.22	94.96	10,947.26
4	10,947.26	547.36	11,494.62	98.85	11,395.77
5	11,395.77	569.79	11,965.56	102.90	11,862.66
6	11,862.66	593.13	12,455.79	107.12	12,348.67
7	12,348.67	617.43	12,966.10	111.51	12,854.59
8	12,854.59	642.73	13,497.32	116.08	13,381.24
9	13,381.24	669.06	14,050.30	120.83	13,929.47
10	13,929.47	696.47	14,625.94	125.78	14,500.16
Cumulative		$5,851.92		$1,351.76	

High Income Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 392.68	$10,092.32
2	10,092.32	504.62	10,596.94	105.97	10,490.97
3	10,490.97	524.55	11,015.52	110.16	10,905.36
4	10,905.36	545.27	11,450.63	114.51	11,336.12
5	11,336.12	566.81	11,902.93	119.03	11,783.90
6	11,783.90	589.20	12,373.10	123.73	12,249.37
7	12,249.37	612.47	12,861.84	128.62	12,733.22
8	12,733.22	636.66	13,369.88	133.70	13,236.18
9	13,236.18	661.81	13,897.99	138.98	13,759.01
10	13,759.01	687.95	14,446.96	144.47	14,302.49
Total		$5,814.34		$1,511.85	

California Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 382.50	$10,102.50
2	10,102.50	505.13	10,607.63	90.16	10,517.47
3	10,517.47	525.87	11,043.34	93.87	10,949.47
4	10,949.47	547.47	11,496.94	97.72	11,399.22
5	11,399.22	569.96	11,969.18	101.74	11,867.44
6	11,867.44	593.37	12,460.81	105.92	12,354.89
7	12,354.89	617.74	12,972.63	110.27	12,862.36
8	12,862.36	643.12	13,505.48	114.80	13,390.68
9	13,390.68	669.53	14,060.21	119.51	13,940.70
10	13,940.70	697.04	14,637.74	124.42	14,513.32
Total		$5,854.23		$1,340.91	

Arizona Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses*	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 380.46	$10,104.54
2	10,104.54	505.23	10,609.77	100.79	10,508.98
3	10,508.98	525.45	11,034.43	104.83	10,929.60
4	10,929.60	546.48	11,476.08	109.02	11,367.06
5	11,367.06	568.35	11,935.41	113.39	11,822.02
6	11,822.02	591.10	12,413.12	117.92	12,295.20
7	12,295.20	614.76	12,909.96	122.64	12,787.32
8	12,787.32	639.37	13,426.69	127.55	13,299.14
9	13,299.14	664.96	13,964.10	132.66	13,831.44
10	13,831.44	691.57	14,523.01	137.97	14,385.04
Cumulative		$5,832.27		$1,447.23	

Massachusetts Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses*	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 383.52	$10,101.48
2	10,101.48	505.07	10,606.55	93.34	10,513.21
3	10,513.21	525.66	11,038.87	97.14	10,941.73
4	10,941.73	547.09	11,488.82	101.10	11,387.72
5	11,387.72	569.39	11,957.11	105.22	11,851.89
6	11,851.89	592.59	12,444.48	109.51	12,334.97
7	12,334.97	616.75	12,951.72	113.98	12,837.74
8	12,837.74	641.89	13,479.63	118.62	13,361.01
9	13,361.01	668.05	14,029.06	123.46	13,905.60
10	13,905.60	695.28	14,600.88	128.49	14,472.39
Cumulative		$5,846.77		$1,374.38	

Michigan Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses*	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 391.67	$10,093.33
2	10,093.33	504.67	10,598.00	111.28	10,486.72
3	10,486.72	524.34	11,011.06	115.62	10,895.44
4	10,895.44	544.77	11,440.21	120.12	11,320.09
5	11,320.09	566.00	11,886.09	124.80	11,761.29
6	11,761.29	588.06	12,349.35	129.67	12,219.68
7	12,219.68	610.98	12,830.66	134.72	12,695.94
8	12,695.94	634.80	13,330.74	139.97	13,190.77
9	13,190.77	659.54	13,850.31	145.43	13,704.88
10	13,704.88	685.24	14,390.12	151.10	14,239.02
Cumulative		$5,803.40		$1,564.38	

Minnesota Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses*	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 392.68	$10,092.32
2	10,092.32	504.62	10,596.94	108.09	10,488.85
3	10,488.85	524.44	11,013.29	112.34	10,900.95
4	10,900.95	545.05	11,446.00	116.75	11,329.25
5	11,329.25	566.46	11,895.71	121.34	11,774.37
6	11,774.37	588.72	12,363.09	126.10	12,236.99
7	12,236.99	611.85	12,848.84	131.06	12,717.78
8	12,717.78	635.89	13,353.67	136.21	13,217.46
9	13,217.46	660.87	13,878.33	141.56	13,736.77
10	13,736.77	686.84	14,423.61	147.12	14,276.49
Cumulative		$5,809.74		$1,533.25	

New Jersey Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment after Returns	Hypothetical Expenses*	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 388.61	$10,096.39
2	10,096.39	504.82	10,601.21	101.77	10,499.44
3	10,499.44	524.97	11,024.41	105.83	10,918.58
4	10,918.58	545.93	11,464.51	110.06	11,354.45
5	11,354.45	567.72	11,922.17	114.45	11,807.72
6	11,807.72	590.39	12,398.11	119.02	12,279.09
7	12,279.09	613.95	12,893.04	123.77	12,769.27
8	12,769.27	638.46	13,407.73	128.71	13,279.02
9	13,279.02	663.95	13,942.97	133.85	13,809.12
10	13,809.12	690.46	14,499.58	139.20	14,360.38
Cumulative		$5,825.65		$1,465.27	

New York Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses*	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 381.48	$10,103.52
2	10,103.52	505.18	10,608.70	90.17	10,518.53
3	10,518.53	525.93	11,044.46	93.88	10,950.58
4	10,950.58	547.53	11,498.11	97.73	11,400.38
5	11,400.38	570.02	11,970.40	101.75	11,868.65
6	11,868.65	593.43	12,462.08	105.93	12,356.15
7	12,356.15	617.81	12,973.96	110.28	12,863.68
8	12,863.68	643.18	13,506.86	114.81	13,392.05
9	13,392.05	669.60	14,061.65	119.52	13,942.13
10	13,942.13	697.11	14,639.24	124.43	14,514.81
Cumulative		$5,854.79		$1,339.98	

Ohio Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses*	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 387.59	$10,097.41
2	10,097.41	504.87	10,602.28	102.84	10,499.44
3	10,499.44	524.97	11,024.41	106.94	10,917.47
4	10,917.47	545.87	11,463.34	111.19	11,352.15
5	11,352.15	567.61	11,919.76	115.62	11,804.14
6	11,804.14	590.21	12,394.35	120.23	12,274.12
7	12,274.12	613.71	12,887.83	125.01	12,762.82
8	12,762.82	638.14	13,400.96	129.99	13,270.97
9	13,270.97	663.55	13,934.52	135.16	13,799.36
10	13,799.36	689.97	14,489.33	140.55	14,348.78
Cumulative		$5,823.90		$1,475.12	

Pennsylvania Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses*	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 391.67	$10,093.33
2	10,093.33	504.67	10,598.00	104.92	10,493.08
3	10,493.08	524.65	11,017.73	109.08	10,908.65
4	10,908.65	545.43	11,454.08	113.40	11,340.68
5	11,340.68	567.03	11,907.71	117.89	11,789.82
6	11,789.82	589.49	12,379.31	122.56	12,256.75
7	12,256.75	612.84	12,869.59	127.41	12,742.18
8	12,742.18	637.11	13,379.29	132.45	13,246.84
9	13,246.84	662.34	13,909.18	137.70	13,771.48
10	13,771.48	688.57	14,460.05	143.15	14,316.90
Cumulative		$5,817.13		$1,500.23	

Virginia Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses*	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 381.48	$10,103.52
2	10,103.52	505.18	10,608.70	94.42	10,514.28
3	10,514.28	525.71	11,039.99	98.26	10,941.73
4	10,941.73	547.09	11,488.82	102.25	11,386.57
5	11,386.57	569.33	11,955.90	106.41	11,849.49
6	11,849.49	592.47	12,441.96	110.73	12,331.23
7	12,331.23	616.56	12,947.79	115.24	12,832.55
8	12,832.55	641.63	13,474.18	119.92	13,354.26
9	13,354.26	667.71	14,021.97	124.80	13,897.17
10	13,897.17	694.86	14,592.03	129.87	14,462.16
Cumulative		$5,845.54		$1,383.38	

Intermediate Diversified Municipal Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 379.44	$10,105.56
2	10,105.56	505.28	10,610.84	82.76	10,528.08
3	10,528.08	526.40	11,054.48	86.22	10,968.26
4	10,968.26	548.41	11,516.67	89.83	11,426.84
5	11,426.84	571.34	11,998.18	93.59	11,904.59
6	11,904.59	595.23	12,499.82	97.50	12,402.32
7	12,402.32	620.12	13,022.44	101.58	12,920.86
8	12,920.86	646.04	13,566.90	105.82	13,461.08
9	13,461.08	673.05	14,134.13	110.25	14,023.88
10	14,023.88	701.19	14,725.07	114.86	14,610.21
Cumulative		$5,872.06		$1,261.85	

Intermediate California Municipal Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 388.61	$10,096.39
2	10,096.39	504.82	10,601.21	92.23	10,508.98
3	10,508.98	525.45	11,034.43	96.00	10,938.43
4	10,938.43	546.92	11,485.35	99.92	11,385.43
5	11,385.43	569.27	11,954.70	104.01	11,850.69
6	11,850.69	592.53	12,443.22	108.26	12,334.96
7	12,334.96	616.75	12,951.71	112.68	12,839.03
8	12,839.03	641.95	13,480.98	117.28	13,363.70
9	13,363.70	668.19	14,031.89	122.08	13,909.81
10	13,909.81	695.49	14,605.30	127.07	14,478.23
Cumulative		$5,846.37		$1,368.14	

Intermediate New York Municipal Portfolio

Year	Hypothetical Investment	Hypothetical Performance Earnings	Investment After Returns	Hypothetical Expenses	Hypothetical Ending Investment
1	$10,000.00	$ 485.00	$10,185.00	$ 386.57	$10,098.43
2	10,098.43	504.92	10,603.35	90.13	10,513.22
3	10,513.22	525.66	11,038.88	93.83	10,945.05
4	10,945.05	547.25	11,492.30	97.68	11,394.62
5	11,394.62	569.73	11,964.35	101.70	11,862.65
6	11,862.65	593.13	12,455.78	105.87	12,349.91
7	12,349.91	617.50	12,967.41	110.22	12,857.19
8	12,857.19	642.86	13,500.05	114.75	13,385.30
9	13,385.30	669.27	14,054.57	119.46	13,935.11
10	13,935.11	696.76	14,631.87	124.37	14,507.50
Cumulative		$5,852.08		$1,344.58	

* Expenses are net of any fee waiver or expense waiver for the first year. Thereafter, the expense ratio reflects the Portfolio's operating expenses as reflected under "Fees and Expenses of the Portfolios" before waiver.

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For more information about the Portfolios, the following documents are available upon request:

- **ANNUAL/SEMI-ANNUAL REPORTS TO SHAREHOLDERS**

The Portfolios' annual and semi-annual reports to shareholders contain additional information on the Portfolios' investments. In the annual report, you will find a discussion of the market conditions and investment strategies that significantly affected a Portfolio's performance during its last fiscal year.

- **STATEMENT OF ADDITIONAL INFORMATION (SAI)**

The Portfolios have SAIs, which contain more detailed information about each Portfolio, including its operations and investment policies. The Portfolios' SAIs and independent registered public accounting firms' reports and financial statements in each Portfolio's most recent annual report to shareholders are incorporated by reference into (and are legally part of) this Prospectus.

You may request a free copy of the current annual/semi-annual report or the SAIs, or make inquiries concerning the Portfolios by contacting your broker or other financial intermediary, or by contacting the Adviser:

By Mail: c/o AllianceBernstein Investor Services, Inc.
P.O. Box 786003
San Antonio, TX 78278-6003

By Phone: For Information: 800-221-5672
For Literature: 800-227-4618

On the Internet: www.AllianceBernstein.com

Or you may view or obtain these documents from the Securities and Exchange Commission (the "Commission"):

- Call the Commission at 1-202-551-8090 for information on the operation of the Public Reference Room.
- Reports and other information about the Portfolios are available on the EDGAR Database on the Commission's Internet site at http://www.sec.gov.
- Copies of the information may be obtained, after paying a duplicating fee, by electronic request at publicinfo@sec.gov, or by writing the Commission's Public Reference Section, Washington, DC 20549-0102.

Fund	SEC File No.
AllianceBernstein Municipal Income Fund, Inc.	811-04791
AllianceBernstein Municipal Income Fund II	811-07618
Sanford C. Bernstein Fund, Inc.	811-05555

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