

AllianceBernstein
Variable Products Series Fund, Inc.

Annual Report

December 31, 2009

> AllianceBernstein Money Market Portfolio

Investment Products Offered

- ▶ **Are Not FDIC Insured**
- ▶ **May Lose Value**
- ▶ **Are Not Bank Guaranteed**

You may obtain a description of the Fund's proxy voting policies and procedures, and information regarding how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30, without charge. Simply visit AllianceBernstein's web site at www.alliancebernstein.com or go to the Securities and Exchange Commission's (the "Commission") web site at www.sec.gov, or call AllianceBernstein at (800) 227-4618.

The Fund files its complete schedule of portfolio holdings with the Commission for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the Commission's web site at www.sec.gov. The Fund's Forms N-Q may also be reviewed and copied at the Commission's Public Reference Room in Washington, DC; information on the operation of the Public Reference Room may be obtained by calling (800) SEC-0330.

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MONEY MARKET PORTFOLIO
FUND EXPENSES (unaudited)

AllianceBernstein Variable Products Series Fund

As a shareholder of the Fund, you incur two types of costs: (1) transaction costs, including sales charges (loads) on purchase payments, contingent deferred sales charges on redemptions and (2) ongoing costs, including management fees; distribution (12b-1) fees; and other Fund expenses. This example is intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The Example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire period as indicated below.

Actual Expenses

The first line of each class' table below provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period. The estimate of expenses does not include fees or other expenses of any variable insurance product. If such expenses were included, the estimate of expenses you paid during the period would be higher and your ending account value would be lower.

Hypothetical Example for Comparison Purposes

The second line of each class' table below provides information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed annual rate of return of 5% before expenses, which is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds by comparing this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of other funds. The estimate of expenses does not include fees or other expenses of any variable insurance product. If such expenses were included, the estimate of expenses you paid during the period would be higher and your ending account value would be lower.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs, such as sales charges (loads), or contingent deferred sales charges on redemptions. Therefore, the second line of each class' table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

<u>Money Market Portfolio</u>	<u>Beginning Account Value July 1, 2009</u>	<u>Ending Account Value December 31, 2009</u>	<u>Expenses Paid During Period*</u>	<u>Annualized Expense Ratio*</u>
Class A				
Actual	\$ 1,000	\$ 1,000.05	\$ 1.97	0.39%
Hypothetical (5% return before expenses)	\$ 1,000	\$ 1,023.24	\$ 1.99	0.39%
Class B				
Actual	\$ 1,000	\$ 1,000.05	\$ 1.97	0.39%
Hypothetical (5% return before expenses)	\$ 1,000	\$ 1,023.24	\$ 1.99	0.39%

* Expenses are equal to each classes' annualized expense ratios, multiplied by the average account value over the period, multiplied by 184/365 (to reflect the one-half year period).

MONEY MARKET PORTFOLIO
PORTFOLIO OF INVESTMENTS

December 31, 2009

AllianceBernstein Variable Products Series

	Yield*	Principal Amount (000)	U.S. \$ Value		Yield*	Principal Amount (000)	U.S. \$ Value
SHORT-TERM INVESTMENTS—99.8%				U.S. GOVERNMENT & GOVERNMENT SPONSORED AGENCY OBLIGATIONS—23.7%			
CERTIFICATE OF DEPOSIT—32.6%				Bank of America Corp.—FDIC Insured			
Banco Bilbao Vizcaya				9/13/10(c)	0.28%	\$1,300	\$ 1,300,000
3/16/10	0.27%	\$2,400	\$ 2,400,025	7/29/10(c)	0.33%	1,200	1,200,000
Barclays Bank PLC NY				Citigroup Funding, Inc.—FDIC Insured			
10/01/10(a)	0.48%	2,000	2,000,000	7/30/10(c)	0.38%	2,200	2,200,000
BNP Paribas NY Branch				Federal Farm Credit Bank			
2/08/10	0.23%	2,400	2,400,000	7/08/10(c)	0.16%	2,000	2,000,182
Deutsche Bank Ag				Federal Home Loan Bank			
2/22/10	0.18%	1,600	1,600,000	7/27/10(c)	0.21%	1,000	999,922
Nordea Bank Finland NY				7/28/10(c)	0.23%	1,000	1,000,000
2/19/10	0.18%	2,100	2,100,000	2/19/10(c)	0.24%	600	600,219
Rabobank Nederland NV				Federal Home Loan Mortgage Corp.			
NY 3/03/10(a)	0.26%	1,000	1,000,000	7/12/10(c)	0.18%	1,000	999,888
6/16/10	0.29%	1,200	1,200,000	7/14/10(c)	0.18%	1,000	1,000,000
Royal Bank of Canada NY				9/03/10(c)	0.24%	1,000	1,000,000
12/09/10(a)	0.23%	1,600	1,600,000	8/24/10(c)	0.24%	1,000	1,000,000
Societe Generale NY				Federal National Mortgage Association			
2/11/10	0.23%	2,000	2,000,000	7/13/10(c)	0.17%	1,000	1,000,000
Svenska Handelsbanken				8/05/10(c)	0.23%	1,000	999,772
NY 1/25/10	0.23%	2,400	2,400,000				<u>15,299,983</u>
Toronto Dominion Bank				MUNICIPAL OBLIGATIONS—9.5%			
NY 2/02/10	0.38%	1,000	1,000,000	Jackson Cnty MS PCR (Chevron Corporation)			
Westpac Banking Corp.				6/01/23(d)	0.20%	3,000	3,000,000
NY 12/01/10(a)	0.27%	1,300	1,300,000	Rhode Island Indl Fac Corp. (Exxon Mobil Corporation)			
			<u>21,000,025</u>	2/01/25(d)	0.20%	1,100	1,100,000
				Valdez AK Marine Terminal (Exxon Mobil Corporation)			
				12/01/33(d)	0.18%	2,000	<u>2,000,000</u>
							<u>6,100,000</u>
COMMERCIAL PAPER—26.4%				CORPORATES—INVESTMENT GRADES—6.4%			
Aust & NZ Banking				Wal-Mart Stores, Inc.			
Group 1/15/10(b)	0.21%	2,800	2,799,772	1/15/10	4.00%	2,300	2,303,313
Banque et Caisse				Wells Fargo & Co.			
d'Épargne de L'Etat				1/29/10(c)	0.71%	1,800	<u>1,799,579</u>
1/05/10	0.24%	2,300	2,299,939				<u>4,102,892</u>
CBA (Delaware) Finance				16,996,919			
4/12/10	0.22%	2,200	2,198,643				
HSBC USA, Inc.							
1/04/10	0.25%	1,900	1,899,960				
Kreditanstalt fuer							
Wiederaufbau							
1/13/10(b)	0.20%	2,800	2,799,813				
National Australia FDG							
(DE) 3/08/10(b)	0.18%	2,200	2,199,274				
Straight-A Funding LLC							
2/01/10(b)	0.20%	2,800	2,799,518				
			<u>16,996,919</u>				

	Principal Amount	U.S. \$ Value
(000)		
REPURCHASE		
AGREEMENTS—1.2%		
Greenwich Capital Zero		
Coupon, 12/31/09 due		
1/4/10 in the amount of		
\$800,000 (collateralized		
by \$745,000 U.S.		
Treasury Note, 4.25%,		
due 8/15/13, value		
\$818,045)	\$ 800	\$ 800,000
TOTAL		
INVESTMENTS—99.8%		
(cost \$64,299,819)		
	64,299,819	
Other assets less		
liabilities—0.2%		
		122,942
NET ASSETS—100.0% ...	<u>\$ 64,422,761</u>	

- (a) Variable rate coupon, rate shown as of December 31, 2009.
- (b) Security is exempt from registration under Rule 144A of the Securities Act of 1933. These securities are considered liquid and may be resold in transactions exempt from registration, normally to qualified institutional buyers. At December 31, 2009, the aggregate market value of these securities amounted to \$10,598,377 or 16.5% of net assets.
- (c) Floating Rate Security. Stated interest rate was in effect at December 31, 2009.
- (d) Variable Rate Demand Notes (VRDN) are instruments whose interest rates change on a specific date (such as coupon date or interest payment date) or whose interest rates vary with changes in a designated base rate (such as the prime interest rate). This instrument is payable on demand and is secured by letters of credit or other credit support agreements from major banks.
- * Represents annualized yield from date of purchase for discount securities and stated interest rate for interest-bearing securities.

Glossary:

FDIC—Federal Deposit Insurance Corporation

PCR—Pollution Control Revenue Bond

See notes to financial statements.

MONEY MARKET PORTFOLIO
STATEMENT OF ASSETS AND LIABILITIES

December 31, 2009

AllianceBernstein Variable Products Series

ASSETS

Investments in securities, at value (cost \$64,299,819)	\$64,299,819
Cash	37,905
Interest receivable	59,249
Receivable for capital stock sold	50,880
Receivable due from Adviser and Distributor	6,550
Total assets	<u>64,454,403</u>

LIABILITIES

Legal fee payable	9,524
Administrative fee payable	7,630
Custody fee payable	5,171
Printing fee payable	3,177
Payable for capital stock redeemed	615
Dividends payable	526
Transfer Agent fee payable	130
Accrued expenses	4,869
Total liabilities	<u>31,642</u>

NET ASSETS \$64,422,761

COMPOSITION OF NET ASSETS

Capital stock, at par	\$ 64,438
Additional paid-in capital	64,357,857
Accumulated net realized gain on investment transactions	466
	<u>\$64,422,761</u>

Net Asset Value Per Share—2 billion shares of capital stock authorized, \$.001 par value

Class	Net Assets	Shares Outstanding	Net Asset Value
A	\$ 25,317,764	25,324,042	\$ 1.00
B	\$ 39,104,997	39,114,372	\$ 1.00

See notes to financial statements.

***MONEY MARKET PORTFOLIO
STATEMENT OF OPERATIONS***

Year Ended December 31, 2009

AllianceBernstein Variable Products Series

INVESTMENT INCOME

Interest \$ 531,734

EXPENSES

Advisory fee (see Note B) 294,697

Distribution fee—Class B 99,406

Transfer agency—Class A 1,607

Transfer agency—Class B 2,480

Custodian 87,229

Administrative 82,467

Legal 49,460

Audit 35,069

Temporary Guarantee Program (see Note H) 18,181

Printing 7,367

Directors' fees 3,606

Miscellaneous 6,761

Total expenses 688,330

Less: expenses waived and reimbursed by the Adviser (see Note B) (166,133)

Less: expenses waived and reimbursed by the Distributor (see Note C) (69,704)

Net expenses 452,493

Net investment income 79,241

REALIZED GAIN ON INVESTMENT TRANSACTIONS

Net realized gain on investment transactions 875

NET INCREASE IN NET ASSETS FROM OPERATIONS \$ 80,116

See notes to financial statements.

MONEY MARKET PORTFOLIO
STATEMENT OF CHANGES IN NET ASSETS

AllianceBernstein Variable Products Series

	<u>Year Ended December 31, 2009</u>	<u>Year Ended December 31, 2008</u>
INCREASE (DECREASE) IN NET ASSETS FROM OPERATIONS		
Net investment income	\$ 79,241	\$ 910,943
Net realized gain (loss) on investment transactions	<u>875</u>	<u>(2)</u>
Net increase in net assets from operations	80,116	910,941
DIVIDENDS TO SHAREHOLDERS FROM		
Net investment income		
Class A	(46,175)	(472,196)
Class B	(33,040)	(438,747)
CAPITAL STOCK TRANSACTIONS		
Net increase (decrease)	<u>(521,440)</u>	<u>17,487,030</u>
Total increase (decrease)	(520,539)	17,487,028
NET ASSETS		
Beginning of period	<u>64,943,300</u>	<u>47,456,272</u>
End of period (including undistributed/(distributions in excess of) net investment income of \$0 and \$(26), respectively)	<u>\$64,422,761</u>	<u>\$64,943,300</u>

See notes to financial statements.

MONEY MARKET PORTFOLIO

NOTES TO FINANCIAL STATEMENTS

December 31, 2009

AllianceBernstein Variable Products Series

NOTE A : Significant Accounting Policies

The AllianceBernstein Money Market Portfolio (the “Portfolio”) is a series of AllianceBernstein Variable Products Series Fund, Inc. (the “Fund”). The Portfolio’s investment objective is maximum current income to the extent consistent with safety of principal and liquidity. The Portfolio is diversified as defined under the Investment Company Act of 1940. The Fund was incorporated in the State of Maryland on November 17, 1987, as an open-end series investment company. The Fund offers thirteen separately managed pools of assets which have differing investment objectives and policies. The Portfolio offers Class A and Class B shares. Both classes of shares have identical voting, dividend, liquidating and other rights, except that Class B shares bear a distribution expense and have exclusive voting rights with respect to the Class B distribution plan.

The Portfolio offers and sells its shares only to separate accounts of certain life insurance companies for the purpose of funding variable annuity contracts and variable life insurance policies. Sales are made without a sales charge at the Portfolio’s net asset value per share.

The financial statements have been prepared in conformity with U.S. generally accepted accounting principles (“U.S. GAAP”) which require management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities in the financial statements and amounts of income and expenses during the reporting period. Actual results could differ from those estimates. The following is a summary of significant accounting policies followed by the Portfolio.

1. Security Valuation

Securities in which the Portfolio invests are traded primarily in the over-the-counter market and are valued at amortized cost, which approximates market value. Under such method a portfolio instrument is valued at cost and any premium or discount is amortized or accreted, respectively, on a constant basis to maturity.

2. Fair Value Measurements

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

- Level 1—quoted prices in active markets for identical investments
- Level 2—other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3—significant unobservable inputs (including the Portfolio’s own assumptions in determining the fair value of investments)

The following table summarizes the valuation of the Portfolio’s investments by the above fair value hierarchy levels as of December 31, 2009:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments in Securities				
Certificate of Deposit	\$—	\$21,000,025	\$—	\$21,000,025
Commercial Paper	—	16,996,919	—	16,996,919
U.S. Government & Government Sponsored Agency				
Obligations	—	15,299,983	—	15,299,983
Municipal Obligations	—	6,100,000	—	6,100,000
Corporates—Investment Grades	—	4,102,892	—	4,102,892
Repurchase Agreements	—	800,000	—	800,000
Total	<u>\$—</u>	<u>\$64,299,819</u>	<u>\$—</u>	<u>\$64,299,819</u>

MONEY MARKET PORTFOLIO

NOTES TO FINANCIAL STATEMENTS

(continued)

AllianceBernstein Variable Products Series

3. Taxes

It is the Portfolio's policy to meet the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute all of its investment company taxable income and net realized gains, if any, to shareholders. Therefore, no provisions for federal income or excise taxes are required.

In accordance with U.S. GAAP requirements regarding accounting for uncertainties in income taxes, management has analyzed the Portfolio's tax positions taken on federal and state income tax returns for all open tax years (the current and the prior three tax years) and has concluded that no provision for income tax is required in the Portfolio's financial statements.

4. Investment Income and Investment Transactions

Interest income is accrued daily. Investment transactions are accounted for on the date the securities are purchased or sold. Investment gains or losses are determined on the identified cost basis. The Portfolio amortizes premiums and accretes discounts as adjustments to interest income.

5. Class Allocations

All income earned and expenses incurred by the Portfolio are borne on a pro-rata basis by each outstanding class of shares, based on the proportionate interest in the Portfolio represented by the net assets of such class, except for class specific expenses which are allocated to the respective class. Expenses of the Fund are charged to each Portfolio in proportion to net assets. Realized and unrealized gains and losses are allocated among the various share classes based on respective net assets.

6. Dividends and Distributions

The Portfolio declares dividends daily from net investment income. The dividends are paid monthly. Net realized gains distributions, if any, will be made at least annually. Income dividends and capital gains distributions to shareholders are recorded on the ex-dividend date. Income dividends and capital gains distributions are determined in accordance with the federal tax regulations and may differ from those determined in accordance with U.S. GAAP. To the extent these differences are permanent, such amounts are reclassified within the capital accounts based on their federal tax basis treatment; temporary differences do not require such reclassification.

7. Repurchase Agreement

It is the Portfolio's policy that its custodian or designated subcustodian take control of securities as collateral under repurchase agreements and to determine on a daily basis that the value of such securities are sufficient to cover the value of the repurchase agreements. If the seller defaults and the value of the collateral declines or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of collateral by the Portfolio may be delayed or limited.

NOTE B : Advisory Fee and Other Transactions with Affiliates

Under the terms of the investment advisory agreement, the Portfolio pays the Adviser an advisory fee at an annual rate of .45% of the first \$2.5 billion, .40% of the next \$2.5 billion and .35% in excess of \$5 billion, of the Portfolio's average daily net assets. The fee is accrued daily and paid monthly. For the year ended December 31, 2009, the Adviser has voluntarily agreed to waive a portion of such fees in the amount of \$148,518.

Pursuant to the investment advisory agreement, the Portfolio may reimburse the Adviser for certain legal and accounting services provided to the Portfolio by the Adviser. For the year ended December 31, 2009, such fee amounted to \$82,467. For the year ended December 31, 2009, the Adviser has voluntarily agreed to waive a portion of such fees in the amount of \$17,615.

The Portfolio compensates AllianceBernstein Investor Services, Inc. ("ABIS"), a wholly-owned subsidiary of the Adviser, under a Transfer Agency Agreement for providing personnel and facilities to perform transfer agency services for the Portfolio. Such compensation retained by ABIS amounted to \$1,250 for the year ended December 31, 2009.

NOTE C : Distribution Plan

The Portfolio has adopted a Distribution Plan (the "Plan") for Class B shares pursuant to Rule 12b-1 under the Investment Company Act of 1940. Under the Plan, the Portfolio pays distribution and servicing fees to AllianceBernstein Investments, Inc. (the "Distributor"), a wholly-owned subsidiary of the Adviser, at an annual rate of up to .50% of the Portfolio's average daily net assets attributable to Class B shares. The fees are accrued daily and paid monthly. The Board of Directors currently limits payments under the Plan to .25% of the Portfolio's average daily net assets attributable to Class B shares. The Plan provides that the Distributor will use such payments in their entirety for distribution assistance and promotional activities.

The Portfolio is not obligated under the Plan to pay any distribution and servicing fees in excess of the amounts set forth above. The purpose of the payments to the Distributor under the Plan is to compensate the Distributor for its distribution services with respect to the sale of the Portfolio’s Class B shares. Since the Distributor’s compensation is not directly tied to its expenses, the amount of compensation received by it under the Plan during any year may be more or less than its actual expenses. For this reason, the Plan is characterized by the staff of the Securities and Exchange Commission as being of the “compensation” variety.

In the event that the Plan is terminated or not continued, no distribution and servicing fees (other than current amounts accrued but not yet paid) would be owed by the Portfolio to the Distributor.

The Plan also provides that the Adviser may use its own resources to finance the distribution of the Portfolio’s shares.

For the year ended December 31, 2009, the Distributor has voluntarily agreed to waive a portion of the distribution fees in the amount of \$69,704 for Class B shares, limiting the effective annual rate to .07%.

NOTE D :

Investment Transactions, Income Taxes and Distributions to Shareholders

At December 31, 2009, the cost of investments for federal income tax purposes was the same as the cost for financial reporting purposes.

The tax character of distributions paid during the fiscal years ended December 31, 2009 and December 31, 2008 were as follows:

	2009	2008
Distributions paid from:		
Ordinary income	\$79,215	\$910,943
Total distributions paid	\$79,215	\$910,943

As of December 31, 2009, the components of accumulated earnings/(deficit) on a tax basis were as follows:

Undistributed ordinary income	\$466
Total accumulated earnings/(deficit)	\$466(a)

(a) The Portfolio utilized \$409 of capital loss carryforwards in the current year ended December 31, 2009.

NOTE E : Capital Stock

Each class consists of 1,000,000,000 authorized shares. Transactions in capital shares for each class were as follows:

	SHARES		AMOUNT	
	Year Ended December 31, 2009	Year Ended December 31, 2008	Year Ended December 31, 2009	Year Ended December 31, 2008
Class A				
Shares sold	13,513,829	26,168,176	\$ 13,513,829	\$ 26,168,176
Shares issued in reinvestment of dividends	46,175	472,196	46,175	472,196
Shares redeemed	(16,762,780)	(21,730,611)	(16,762,780)	(21,730,611)
Net increase (decrease)	(3,202,776)	4,909,761	\$ (3,202,776)	\$ 4,909,761
Class B				
Shares sold	54,263,908	42,533,708	\$ 54,263,908	\$ 42,533,708
Shares issued in reinvestment of dividends	33,040	438,747	33,040	438,747
Shares redeemed	(51,615,612)	(30,395,186)	(51,615,612)	(30,395,186)
Net increase	2,681,336	12,577,269	\$ 2,681,336	\$ 12,577,269

NOTE F : Risks Involved in Investing in the Portfolio

Interest Rate Risk and Credit Risk—The Portfolio’s primary risks are interest rate risk and credit risk. Because the Portfolio invests in short-term securities, a decline in interest rates will affect the Portfolio’s yield as the securities mature or are sold and the Portfolio purchases new short-term securities with a lower yield. Generally, an increase in interest rates causes the

MONEY MARKET PORTFOLIO

NOTES TO FINANCIAL STATEMENTS

(continued)

AllianceBernstein Variable Products Series

value of a debt instrument to decrease. The change in value for shorter-term securities is usually smaller than for securities with longer maturities. Because the Portfolio invests in securities with short maturities and seeks to maintain stable net asset value of \$1.00 per share, it is possible, though unlikely, that an increase in interest rates would change the value of your investment.

Credit risk is the possibility that a security's credit rating will be downgraded or that the issuer of the security will default (fail to make scheduled interest and principal payments). The Portfolio invests in highly-rated securities to minimize credit risk.

Indemnification Risk—In the ordinary course of business, the Portfolio enters into contracts that contain a variety of indemnifications. The Portfolio's maximum exposure under these arrangements is unknown. However, the Portfolio has not had prior claims or losses pursuant to these indemnification provisions and expects the risk of loss thereunder to be remote. As such, the Portfolio has not accrued any liability in connection with these indemnification provisions.

NOTE G : Legal Proceedings

On October 2, 2003, a purported class action complaint entitled *Hindo, et al. v. AllianceBernstein Growth & Income Fund, et al.* ("Hindo Complaint") was filed against the Adviser, Alliance Capital Management Holding L.P. ("Alliance Holding"), Alliance Capital Management Corporation, AXA Financial, Inc., the AllianceBernstein Funds, certain officers of the Adviser ("AllianceBernstein defendants"), and certain other unaffiliated defendants, as well as unnamed Doe defendants. The Hindo Complaint was filed in the United States District Court for the Southern District of New York by alleged shareholders of two of the AllianceBernstein Funds. The Hindo Complaint alleges that certain of the AllianceBernstein defendants failed to disclose that they improperly allowed certain hedge funds and other unidentified parties to engage in "late trading" and "market timing" of AllianceBernstein Fund securities, violating Sections 11 and 15 of the Securities Act, Sections 10(b) and 20(a) of the Exchange Act and Sections 206 and 215 of the Advisers Act. Plaintiffs seek an unspecified amount of compensatory damages and rescission of their contracts with the Adviser, including recovery of all fees paid to the Adviser pursuant to such contracts.

Following October 2, 2003, 43 additional lawsuits making factual allegations generally similar to those in the *Hindo* Complaint were filed in various federal and state courts against the Adviser and certain other defendants. On September 29, 2004, plaintiffs filed consolidated amended complaints with respect to four claim types: mutual fund shareholder claims; mutual fund derivative claims; derivative claims brought on behalf of Alliance Holding; and claims brought under ERISA by participants in the Profit Sharing Plan for Employees of the Adviser. All four complaints include substantially identical factual allegations, which appear to be based in large part on the Order of the SEC dated December 18, 2003 as amended and restated January 15, 2004 ("SEC Order") and the New York State Attorney General Assurance of Discontinuance dated September 1, 2004 ("NYAG Order").

On April 21, 2006, the Adviser and attorneys for the plaintiffs in the mutual fund shareholder claims, mutual fund derivative claims, and ERISA claims entered into a confidential memorandum of understanding containing their agreement to settle these claims. The agreement will be documented by a stipulation of settlement and will be submitted for court approval at a later date. The settlement amount (\$30 million), which the Adviser previously accrued and disclosed, has been disbursed. The derivative claims brought on behalf of Alliance Holding, in which plaintiffs seek an unspecified amount of damages, remain pending.

It is possible that these matters and/or other developments resulting from these matters could result in increased redemptions of the AllianceBernstein Mutual Funds' shares or other adverse consequences to the AllianceBernstein Mutual Funds. This may require the AllianceBernstein Mutual Funds to sell investments held by those funds to provide for sufficient liquidity and could also have an adverse effect on the investment performance of the AllianceBernstein Mutual Funds. However, the Adviser believes that these matters are not likely to have a material adverse effect on its ability to perform advisory services relating to the AllianceBernstein Mutual Funds.

NOTE H : Department of Treasury's Temporary Guarantee Program for Money Market Funds

During the reporting period the Portfolio participated in the U.S. Treasury's Temporary Guarantee Program for Money Market Funds (the "Program"). The initial term of the Program was from September 18, 2008 to December 18, 2008 and its term was then extended to September 18, 2009. The Program applied to shares of the Portfolio held by shareholders as of the close of business as of September 19, 2008 (the "Covered Shareholders"). Subject to the limitations discussed below, the Program protected Covered Shareholders if the Portfolio "broke the buck", meaning that the stable net asset value ("NAV")

of \$1.00 per share that the Portfolio seeks to maintain fell below \$.995 per share (the “Guarantee Event”). In order to qualify for this protection, the Portfolio must have liquidated within approximately 30 days after the Guarantee Event. The Treasury would have covered any shortfall between the NAV at the time of liquidation and \$1.00 per share.

Because payments under the Program continued to apply to Covered Shareholders based on the number of shares held on September 19, 2008, a shareholder would have received no payments for any increase in the number of the Portfolio’s shares held after that date. If a shareholder closed his or her account, the shareholder would not have been covered by the Program. If the number of shares held in an account fluctuated after September 19, 2008 due to purchases and sales of shares during the Program period, a shareholder would have been covered for the number of shares held in the account as of the close of business on September 19, 2008 or the number of shares held on the date of the Guarantee Event, whichever would have been less. Initial purchases of shares by new shareholders after September 19, 2008 were not eligible for coverage under the Program.

The Portfolio paid a fee to the Treasury for its participation in the Program based on the Portfolio’s aggregate NAV on September 19, 2008. The fee for the Portfolio’s participation in the Program from January 1, 2009 until September 18, 2009 was 0.015% of its aggregate NAV on September 19, 2008. This was in addition to the fee paid by the Portfolio for its initial participation in the Program of 0.01% and for its participation in the first extension of the Program until April 30, 2009 of 0.015%, both of which were based on the Portfolio’s aggregate NAV on September 19, 2008. The Program extension payment amounts, when combined with prior payment amounts, equated to 0.04% (on an annualized basis) of the Portfolio’s asset base over the entire extended program term. The Program ended on September 18, 2009.

NOTE I : Subsequent Events

Management has evaluated subsequent events for possible recognition or disclosure in the financial statements through February 12, 2010, the date the financial statements are issued. Management has determined that there are no material events that would require disclosure in the Portfolio’s financial statements through this date.

MONEY MARKET PORTFOLIO
FINANCIAL HIGHLIGHTS

AllianceBernstein Variable Products Series

Selected Data For A Share Of Capital Stock Outstanding Throughout Each Period

	CLASS A				
	Year Ended December 31,				
	2009	2008	2007	2006	2005
Net asset value, beginning of period	\$1.00	\$1.00	\$1.00	\$1.00	\$1.00
Income From Investment Operations					
Net investment income .....	.00(a)(b)	.02	.04	.04	.02
Less: Dividends					
Dividends from net investment income .....	.00(a)(b)	(.02)	(.04)	(.04)	(.02)
Net asset value, end of period	<u>\$1.00</u>	<u>\$1.00</u>	<u>\$1.00</u>	<u>\$1.00</u>	<u>\$1.00</u>
Total Return					
Total investment return based on net asset value(c) .....	.17%	1.90%	4.35%	4.22%	2.35%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	\$25,318	\$28,520	\$23,610	\$27,087	\$30,370
Ratio to average net assets of:					
Expenses, net of waivers/ reimbursements .....	.66%	.96%	.99%	.93%(d)	.93%
Expenses, before waivers/ reimbursements .....	.90%	.96%	.99%	.93%(d)	.93%
Net investment income ...	.18%(b)	1.85%	4.28%	4.13%(d)	2.30%

See footnote summary on page 13.

Selected Data For A Share Of Capital Stock Outstanding Throughout Each Period

	CLASS B				
	Year Ended December 31,				
	2009	2008	2007	2006	2005
Net asset value, beginning of period	<u>\$1.00</u>	<u>\$1.00</u>	<u>\$1.00</u>	<u>\$1.00</u>	<u>\$1.00</u>
Income From Investment Operations					
Net investment income .....	.00(a)(b)	.02	.04	.04	.02
Less: Dividends					
Dividends from net investment income	<u>.00(a)(b)</u>	<u>(.02)</u>	<u>(.04)</u>	<u>(.04)</u>	<u>(.02)</u>
Net asset value, end of period	<u>\$1.00</u>	<u>\$1.00</u>	<u>\$1.00</u>	<u>\$1.00</u>	<u>\$1.00</u>
Total Return					
Total investment return based on net asset value(c) .....	.09%	1.64%	4.08%	3.96%	2.10%
Ratios/Supplemental Data					
Net assets, end of period (000's omitted)	\$39,105	\$36,423	\$23,846	\$24,537	\$25,778
Ratio to average net assets of:					
Expenses, net of waivers/ reimbursements .....	.71%	1.20%	1.24%	1.19%(d)	1.19%
Expenses, before waivers/ reimbursements	1.15%	1.20%	1.24%	1.19%(d)	1.19%
Net investment income .....	.08%(b)	1.57%	4.00%	3.89%(d)	2.06%

(a) Amount is less than \$.01 per share.

(b) Net of expenses reimbursed by the Adviser and/or the Distributor.

(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. Total return does not reflect (i) insurance company's separate account related expense charges and (ii) the deductions of taxes that a shareholder would pay on Portfolio distributions or the redemption of Portfolio 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.

See notes to financial statements.

**REPORT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

AllianceBernstein Variable Products Series Fund

**To the Board of Directors of
AllianceBernstein Variable Products Series Fund, Inc.
and Shareholders of AllianceBernstein Money Market Portfolio:**

We have audited the accompanying statement of assets and liabilities, including the portfolio of investments, of AllianceBernstein Money Market Portfolio (one of the portfolios constituting the AllianceBernstein Variable Products Series Fund, Inc.) (the "Portfolio") as of December 31, 2009, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Portfolio's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. We were not engaged to perform an audit of the Portfolio's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Portfolio's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of December 31, 2009 by correspondence with the custodian. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of the AllianceBernstein Money Market Portfolio of the AllianceBernstein Variable Products Series Fund, Inc. at December 31, 2009, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

Ernst + Young LLP

New York, New York
February 12, 2010

BOARD OF DIRECTORS

William H. Foulk, Jr.⁽¹⁾, *Chairman*

John H. Dobkin⁽¹⁾

Michael J. Downey⁽¹⁾

D. James Guzy⁽¹⁾

Nancy P. Jacklin⁽¹⁾

Garry L. Moody⁽¹⁾

Marshall C. Turner, Jr.⁽¹⁾

Earl D. Weiner⁽¹⁾

OFFICERS

Robert M. Keith, *President and Chief Executive Officer*

Philip L. Kirstein, *Senior Vice President and
Independent Compliance Officer*

Raymond J. Papera, *Vice President*

Maria R. Cona, *Vice President*

Edward J. Dombrowski, *Vice President*

John Giaquinta, *Vice President*

Emilie D. Wrapp, *Secretary*

Joseph J. Mantineo, *Treasurer and
Chief Financial Officer*

Phyllis J. Clarke, *Controller*

CUSTODIAN and ACCOUNTING AGENT

State Street Bank and Trust Company

One Lincoln Street
Boston, MA 02111

LEGAL COUNSEL

Seward & Kissel LLP

One Battery Park Plaza
New York, NY 10004

DISTRIBUTOR

AllianceBernstein Investments, Inc.

1345 Avenue of the Americas
New York, NY 10105

TRANSFER AGENT

AllianceBernstein Investor Services, Inc.

P.O. Box 786003
San Antonio, TX 78278-6003
Toll-Free 1-(800) 221-5672

**INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM**

Ernst & Young LLP

5 Times Square
New York, NY 10036

(1) Member of the Audit Committee, the Governance and Nominating Committee and the Independent Directors Committee. Mr. Foulk is the sole member of the Fair Value Pricing Committee.

MANAGEMENT OF THE FUND

Board of Directors Information

The business and affairs of the Fund are managed under the direction of the Board of Directors. Certain information concerning the Fund’s Directors is set forth below.

NAME, ADDRESS*, AGE (YEAR ELECTED**)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR	OTHER DIRECTORSHIP HELD BY DIRECTOR
DISINTERESTED DIRECTORS			
William H. Foulk, Jr., #, *** <i>Chairman of the Board</i> 77 (1990)	Investment Adviser and an Independent Consultant. Previously, he was Senior Manager of Barrett Associates, Inc., a registered investment adviser, with which he had been associated since prior to 2005. He was formerly Deputy Comptroller and Chief Investment Officer of the State of New York and, prior thereto, Chief Investment Officer of the New York Bank for Savings.	90	None
John H. Dobkin, # 68 (1992)	Consultant. Formerly, President of Save Venice, Inc. (preservation organization) from 2001–2002, Senior Advisor from June 1999–June 2000 and President of Historic Hudson Valley (historic preservation) from December 1989–May 1999. Previously, Director of the National Academy of Design.	88	None
Michael J. Downey, # 66 (2005)	Private Investor since prior to 2005. Formerly, managing partner of Lexington Capital, LLC (investment advisory firm) from December 1997 until December 2003. From 1987 until 1993, Chairman and CEO of Prudential Mutual Fund Management.	88	Asia Pacific Fund, Inc. and The Merger Fund
D. James Guzy, # 73 (2005)	Chairman of the Board of PLX Technology (semi-conductors) and of SRC Computers Inc., with which he has been associated since prior to 2005. He was formerly a Director of the Intel Corporation (semi-conductors) until May 2008.	88	Cirrus Logic Corporation (semi- conductors)
Nancy P. Jacklin, # 61 (2006)	Professorial Lecturer at the Johns Hopkins School of Advanced International Studies in the 2009-2010 academic year. Formerly, U.S. Executive Director of the International Monetary Fund (December 2002–May 2006); Partner, Clifford Chance (1992–2002); Sector Counsel, International Banking and Finance, and Associate General Counsel, Citicorp (1985–1992); Assistant General Counsel (International), Federal Reserve Board of Governors (1982–1985); and Attorney Advisor, U.S. Department of the Treasury (1973–1982). Member of the Bar of the District of Columbia and of New York; and member of the Council on Foreign Relations.	88	None

AllianceBernstein Variable Products Series

NAME, ADDRESS*, AGE (YEAR ELECTED**)	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	PORTFOLIOS IN FUND COMPLEX OVERSEEN BY DIRECTOR	OTHER DIRECTORSHIP HELD BY DIRECTOR
DISINTERESTED DIRECTORS (continued)			
Garry L. Moody, # 57 (2008)	Formerly, Partner, Deloitte & Touche LLP, Vice Chairman, and U.S. and Global Managing Partner, Investment Management Services Group 1995–2008.	87	None
Marshall C. Turner, Jr., # 68 (2005)	Interim CEO of MEMC Electronic Materials, Inc. (semi-conductor and solar cell substrates) from November 2008 until March 2, 2009. He was Chairman and CEO of Dupont Photomasks, Inc. (components of semi-conductor manufacturing), 2003–2005, and President and CEO, 2005–2006, after the company was renamed Toppan Photomasks, Inc.	88	Xilinx, Inc. (programmable logic semi-conductors) and MEMC Electronic Materials, Inc.
Earl D. Weiner, # 70 (2007)	Of Counsel, and Partner prior to January 2007, of the law firm Sullivan & Cromwell LLP and member of ABA Federal Regulation of Securities Committee Task Force on Fund Director’s Guidebook.	88	None

* The address for each of the Fund’s disinterested Directors is c/o AllianceBernstein L.P., Attention: Philip L. Kirstein, 1345 Avenue of the Americas, New York, NY 10105.

** There is no stated term of office for the Fund’s Directors.

Member of the Audit Committee, the Governance and Nominating Committee and the Independent Directors Committee.

*** Member of the Fair Value Pricing Committee.

MONEY MARKET PORTFOLIO MANAGEMENT OF THE FUND

(continued)

AllianceBernstein Variable Products Series

Officer Information

Certain information concerning the Fund's Officers is listed below.

NAME, ADDRESS*, AGE	PRINCIPAL POSITION(S) HELD WITH FUND	PRINCIPAL OCCUPATION DURING PAST 5 YEARS
Robert M. Keith 49	President and Chief Executive Officer	Executive Vice President of the Adviser** and the head of AllianceBernstein Investments, Inc. ("ABI")** since July 2008; Director of ABI and the President of the AllianceBernstein Mutual Funds. Previously, he served as Executive Managing Director of ABI from December 2006 to June 2008. Prior to joining ABI in 2006, Executive Managing Director of Bernstein Global Wealth Management, and prior thereto, Senior Managing Director and Global Head of Client Service and Sales of AllianceBernstein's institutional investment management business since 2004. Prior thereto, Managing Director and Head of North American Client Service and Sales in AllianceBernstein's institutional investment management business, with which he had been associated since prior to 2005.
Philip L. Kirstein 64	Senior Vice President and Independent Compliance Officer	Senior Vice President and Independent Compliance Officer of the AllianceBernstein Funds, with which he has been associated since October 2004. Prior thereto, he was Of Counsel to Kirkpatrick & Lockhart, LLP from 2003 to October 2004, and General Counsel of Merrill Lynch Investment Managers, L.P. since prior to 2005.
Raymond J. Papera 53	Vice President	Senior Vice President of the Adviser**, with which he has been associated since prior to 2005.
Maria R. Cona 55	Vice President	Vice President of the Adviser**, with which she has been associated since prior to 2005.
Edward J. Dombrowski 32	Vice President	Vice President of the Adviser**, with which he has been associated since prior to 2005.
John Giaquinta 46	Vice President	Assistant Vice President of the Adviser**, with which he has been associated since prior to 2005.
Emilie D. Wrapp 54	Secretary	Senior Vice President, Assistant General Counsel and Assistant Secretary of ABI**, with which she has been associated since prior to 2005.
Joseph J. Mantineo 50	Treasurer and Chief Financial Officer	Senior Vice President of AllianceBernstein Investor Services, Inc. ("ABIS")**, with which he has been associated since prior to 2005.
Phyllis J. Clarke 49	Controller	Vice President of ABIS**, with which she has been associated since prior to 2005.

* The address for each of the Fund's Officers is 1345 Avenue of the Americas, New York, NY 10105.

** The Adviser, ABI and ABIS are affiliates of the Fund.

The Fund's Statement of Additional Information (SAI) has additional information about the Portfolio's Directors and Officers and is available without charge upon request. Contact your financial representative or AllianceBernstein at (800) 227-4618 for a free prospectus or SAI.

INFORMATION REGARDING THE REVIEW AND APPROVAL OF THE PORTFOLIO'S ADVISORY AGREEMENT

The disinterested directors (the "directors") of AllianceBernstein Variable Products Series Fund, Inc. (the "Fund") approved the continuance of the Fund's Advisory Agreement with the Adviser in respect of AllianceBernstein Money Market Portfolio (the "Portfolio") at a meeting held on November 3-5, 2009.

Prior to approval of the continuance of the Advisory Agreement, the directors had requested from the Adviser, and received and evaluated, extensive materials. They reviewed the proposed continuance of the Advisory Agreement with the Adviser and with experienced counsel who are independent of the Adviser, who advised on the relevant legal standards. The directors also reviewed an independent evaluation prepared by the Fund's Senior Officer (who is also the Fund's Independent Compliance Officer) of the reasonableness of the advisory fee in the Advisory Agreement wherein the Senior Officer concluded that the contractual fee for the Portfolio was reasonable. The directors also discussed the proposed continuance in private sessions with counsel and the Fund's Senior Officer.

The directors considered their knowledge of the nature and quality of the services provided by the Adviser to the Portfolio gained from their experience as directors or trustees of most of the registered investment companies advised by the Adviser, their overall confidence in the Adviser's integrity and competence they have gained from that experience, the Adviser's initiative in identifying and raising potential issues with the directors and its responsiveness, frankness and attention to concerns raised by the directors in the past, including the Adviser's willingness to consider and implement organizational and operational changes designed to improve investment results and the services provided to the AllianceBernstein Funds. The directors noted that they have four regular meetings each year, at each of which they receive presentations from the Adviser on the investment results of the Portfolio and review extensive materials and information presented by the Adviser.

The directors also considered all other factors they believed relevant, including the specific matters discussed below. In their deliberations, the directors did not identify any particular information that was all-important or controlling, and different directors may have attributed different weights to the various factors. The directors determined that the selection of the Adviser to manage the Portfolio and the overall arrangements between the Portfolio and the Adviser, as provided in the Advisory Agreement, including the advisory fee, were fair and reasonable in light of the services performed, expenses incurred and such other matters as the directors considered relevant in the exercise of their business judgment. The material factors and conclusions that formed the basis for the directors' determinations included the following:

Nature, Extent and Quality of Services Provided

The directors considered the scope and quality of services provided by the Adviser under the Advisory Agreement, including the quality of the investment research capabilities of the Adviser and the other resources it has dedicated to performing services for the Portfolio. They noted the professional experience and qualifications of the Portfolio's portfolio management team and other senior personnel of the Adviser. The directors also considered that the Advisory Agreement provides that the Portfolio will reimburse the Adviser for the cost to it of providing certain clerical, accounting, administrative and other services provided at the Portfolio's request by employees of the Adviser or its affiliates. Requests for these reimbursements are approved by the directors on a quarterly basis and, to the extent requested and paid, result in a higher rate of total compensation from the Portfolio to the Adviser than the fee rate stated in the Portfolio's Advisory Agreement. The directors noted that the methodology used to determine the reimbursement amounts had been reviewed by an independent consultant retained by the Fund's Senior Officer. The quality of administrative and other services, including the Adviser's role in coordinating the activities of the Portfolio's other service providers, also were considered. The directors concluded that, overall, they were satisfied with the nature, extent and quality of services provided to the Portfolio under the Advisory Agreement.

Costs of Services Provided and Profitability

The directors reviewed a schedule of the revenues, expenses and related notes indicating the profitability of the Portfolio to the Adviser for calendar years 2007 and 2008 that had been prepared with an expense allocation methodology arrived at in consultation with an independent consultant retained by the Fund's Senior Officer. The directors reviewed the assumptions and methods of allocation used by the Adviser in preparing fund-specific profitability data and noted that there are a number of potentially acceptable allocation methodologies for information of this type. The directors noted that the profitability information reflected all revenues and expenses of the Adviser's relationship with the Portfolio, including those relating to its subsidiaries which provide transfer agency, distribution and brokerage services to the Portfolio. The directors recognized that it is difficult to make comparisons of profitability between fund advisory contracts because comparative information is not generally publicly available and is affected by numerous factors. The directors focused on the profitability of the Adviser's

MONEY MARKET PORTFOLIO CONTINUANCE DISCLOSURE

(continued)

AllianceBernstein Variable Products Series

relationship with the Portfolio before taxes and distribution expenses. The directors concluded that they were satisfied that the Adviser's level of profitability from its relationship with the Portfolio was not unreasonable.

Fall-Out Benefits

The directors considered the benefits to the Adviser and its affiliates from their relationships with the Portfolio other than the fees and expense reimbursements payable under the Advisory Agreement, including but not limited to benefits relating to soft dollar arrangements (whereby the Adviser receives brokerage and research services from many of the brokers and dealers that execute purchases and sales of securities on behalf of its clients on an agency basis), 12b-1 fees and sales charges received by the Fund's principal underwriter (which is a wholly owned subsidiary of the Adviser) in respect of the Portfolio's Class B shares, transfer agency fees paid by the Portfolio to a wholly owned subsidiary of the Adviser, and brokerage commissions paid by the Portfolio to brokers affiliated with the Adviser. The directors recognized that the Adviser's profitability would be somewhat lower without these benefits. The directors also understood that the Adviser also might derive reputational and other benefits from its association with the Portfolio.

Investment Results

In addition to the information reviewed by the directors in connection with the meeting, the directors receive detailed performance information for the Portfolio at each regular Board meeting during the year. At the November 2009 meeting, the directors reviewed information prepared by Lipper showing the performance of the Class A Shares of the Portfolio as compared with that of a group of similar funds selected by Lipper (the "Performance Group") and as compared with that of a broader array of funds selected by Lipper (the "Performance Universe"), and information prepared by the Adviser showing performance of the Class A Shares as compared with the Lipper VA Money Market Funds Average (the "Lipper Average"), in each case for the 1-, 3-, 5- and 10-year periods ended July 31, 2009 and (in the case of comparisons with the Lipper Average) the since inception period (December 1992 inception). The directors noted that on a net return basis the Portfolio was in the 3rd quintile of the Performance Group and the Performance Universe for the 1-year period and 5th quintile of the Performance Group and the Performance Universe for all other periods reviewed, and on a gross return basis the Portfolio was in the 2nd quintile of the Performance Group and the Performance Universe for the 1- and 3-year periods, 3rd quintile of the Performance Group and the Performance Universe for the 5-year period, and 3rd quintile of the Performance Group and the Performance Universe for the 10-year period. The directors further noted that the Portfolio underperformed the Lipper Average in all periods reviewed. The directors also reviewed performance information for periods ended September 30, 2009 (for which the data was not limited to Class A Shares), and noted that in the 3-month and year-to-date periods the Portfolio almost matched the Lipper Average. Based on their review, which includes the significant impact of expenses as discussed below, the directors concluded that the Portfolio's performance was satisfactory.

Advisory Fees and Other Expenses

The directors considered the advisory fee rate paid by the Portfolio to the Adviser and information prepared by Lipper concerning advisory fee rates paid by other funds in the same Lipper category as the Portfolio at a common asset level. The directors recognized that it is difficult to make comparisons of advisory fees because there are variations in the services that are included in the fees paid by other funds.

The Adviser informed the directors that there are no institutional products managed by it that have an investment style substantially similar to that of the Portfolio. The directors reviewed the relevant fee information from the Adviser's Form ADV and noted that the Adviser charged institutional clients lower fees for advising comparably sized institutional accounts using strategies that differ from those of the Portfolio but which involved investments in securities of the same type that the Portfolio invests in (*i.e.*, fixed income taxable securities). The directors also noted that a portfolio of another AllianceBernstein fund advised by the Adviser has an investment style similar to that of the Portfolio yet pays a significantly lower advisory fee than the Portfolio, while a portfolio of another AllianceBernstein fund advised by the Adviser that invests in different types of money market securities, pays no advisory fee but is offered only as a cash management vehicle for selected institutional clients that pay advisory fees at various rates. The directors also reviewed information that indicated that the Adviser sub-advises another money market fund at a lower fee schedule than the Portfolio although such fund invests in different types of securities than the Portfolio.

The Adviser reviewed with the directors the significantly greater scope of the services it provides to the Portfolio relative to institutional clients and sub-advised funds. The Adviser also noted that because mutual funds are constantly issuing and redeeming shares, they are more difficult to manage than an institutional account, where the assets tend to be relatively stable. In light of these facts, the directors did not place significant weight on these fee comparisons.

The directors also considered the total expense ratio of the Class A shares of the Portfolio in comparison to the fees and expenses of funds within two comparison groups created by Lipper: an Expense Group and an Expense Universe. Lipper described an Expense Group as a representative sample of funds comparable to the Portfolio and an Expense Universe as a broader group, consisting of all funds in the Portfolio's investment classification/objective. The Class A expense ratio of the Portfolio was based on the Portfolio's latest fiscal year. The directors noted that it was likely that the expense ratios of some funds in the Portfolio's Lipper category were lowered by waivers or reimbursements by those funds' investment advisers, which in some cases were voluntary and perhaps temporary. The directors view the expense ratio information as relevant to their evaluation of the Adviser's services because the Adviser is responsible for coordinating services provided to the Portfolio by others.

The directors noted that, at the Portfolio's current size, its contractual effective advisory fee rate of 45 basis points was lower than the Expense Group median. The directors noted that the administrative expense reimbursement was 17 basis points in the Portfolio's latest fiscal year, and that as a result the rate of total compensation received by the Adviser from the Portfolio pursuant to the Advisory Agreement was higher than the Expense Group median. The directors also noted that the Portfolio's total expense ratio was higher than the Expense Group and the Expense Universe medians. The directors noted that the Portfolio's relatively small size (less than \$90 million as of September 30, 2009) adversely affected the Portfolio's expense ratio. For example, it resulted in the administrative expense reimbursement, which does not vary with a Portfolio's size, having a significant effect on the Portfolio's expense ratio. The directors also noted that the Adviser had reviewed with them steps being taken that are intended to reduce expenses of the AllianceBernstein Funds generally. The directors concluded that the Portfolio's expense ratio was acceptable.

Economies of Scale

The directors noted that the advisory fee schedule for the Portfolio contains breakpoints that reduce the fee rates on assets above specified levels. The directors also considered presentations by an independent consultant discussing economies of scale in the mutual fund industry and for the AllianceBernstein Funds, as well as a presentation by the Adviser concerning certain of its views on economies of scale. The directors believe that economies of scale may be realized (if at all) by the Adviser across a variety of products and services, and not only in respect of a single fund. The directors noted that there is no established methodology for establishing breakpoints that give effect to fund-specific services provided by a fund's adviser and to the economies of scale that an adviser may realize in its overall mutual fund business or those components of it which directly or indirectly affect a fund's operations. The directors observed that in the mutual fund industry as a whole, as well as among funds similar to the Portfolio, there is no uniformity or pattern in the fees and asset levels at which breakpoints (if any) apply. The directors also noted that the advisory agreements for many funds do not have breakpoints at all. Having taken these factors into account, the directors concluded that the Portfolio's breakpoint arrangements would result in a sharing of economies of scale in the event the Portfolio's net assets exceed a breakpoint in the future.

MONEY MARKET PORTFOLIO ***SENIOR OFFICER FEE EVALUATION***

AllianceBernstein Variable Products Series Fund

THE FOLLOWING IS NOT PART OF THE SHAREHOLDER REPORT OR THE FINANCIAL STATEMENTS

SUMMARY OF SENIOR OFFICER'S EVALUATION OF INVESTMENT ADVISORY AGREEMENT¹

The following is a summary of the evaluation of the Investment Advisory Agreement between AllianceBernstein L.P. (the "Adviser") and the AllianceBernstein Variable Products Series Fund, Inc. (the "Fund"), with respect to AllianceBernstein Money Market Portfolio (the "Portfolio")². The evaluation of the Investment Advisory Agreement was prepared by Philip L. Kirstein, the Senior Officer of the Fund, for the Directors of the Fund, as required by the September 1, 2004 Assurance of Discontinuance ("AoD") between the Adviser and the New York State Attorney General (the "NYAG"). The Senior Officer's evaluation of the Investment Advisory Agreement is not meant to diminish the responsibility or authority of the Board of Directors of the Fund to perform its duties pursuant to Section 15 of the Investment Company Act of 1940 (the "40 Act") and applicable state law. The purpose of the summary is to provide shareholders with a synopsis of the independent evaluation of the reasonableness of the advisory fees proposed to be paid by the Portfolio which was provided to the Directors in connection with their review of the proposed approval of the continuance of the Investment Advisory Agreement. The Senior Officer's evaluation considered the following factors:

1. Advisory fees charged to institutional and other clients of the Adviser for like services;
2. Advisory fees charged by other mutual fund companies for like services;
3. Costs to the Adviser and its affiliates of supplying services pursuant to the advisory agreement, excluding any intra-corporate profit;
4. Profit margins of the Adviser and its affiliates from supplying such services;
5. Possible economies of scale as the Portfolio grows larger; and
6. Nature and quality of the Adviser's services including the performance of the Portfolio.

PORTFOLIO ADVISORY FEES, EXPENSE REIMBURSEMENTS & RATIOS

The Adviser proposed that the Portfolio pay the advisory fee set forth in the table below for receiving the services to be provided pursuant to the Investment Advisory Agreement. The fee schedule below, implemented in January 2004 in consideration of the Adviser's settlement with the NYAG in December 2003, is based on a master schedule that contemplates eight categories of funds with almost all funds in each category having the same advisory fee schedule.³

Category	Advisory Fee Based on % of Average Daily Net Assets	Net Assets 09/30/09 (\$MIL)	Portfolio
Low Risk Income	45 bp on 1st \$2.5 billion 40 bp on next \$2.5 billion 35 bp on the balance	\$87.2	Money Market Portfolio ^{4,5}

The Adviser is reimbursed as specified in the Investment Advisory Agreement for certain clerical, legal, accounting, administrative and other services provided to the Portfolio. During the Portfolio's most recently completed fiscal year, the Adviser was entitled to receive \$91,190 (0.17% of the Portfolio's average daily net assets) for such services.

1 It should be noted that the Senior Officer's fee evaluation was completed on October 21, 2009.

2 Future references to the Fund and the Portfolio do not include "AllianceBernstein." References in the fee summary pertaining to performance and expense ratios refer to the Class A shares of the Portfolio.

3 The AllianceBernstein Mutual Funds, which the Adviser manages, were also affected by the Adviser's settlement with the NYAG.

4 The Adviser also advises AllianceBernstein Exchange Reserves, an open-end retail money market mutual fund that has a similar investment style as the Portfolio. AllianceBernstein Exchanges Reserves' investment advisory fee schedule, which is shown on page 5, was not affected by the Adviser's settlement with the NYAG since the fund had lower breakpoints than the NYAG related fee schedule of Low Risk Income.

5 The Adviser began to waive a portion of its advisory fee for each class A and Class B shares effective June 10, 2009, and as of August 31, 2009 such daily waiver amounted to 0.21%, annualized, for each Class. As of August 31, 2009, the Portfolio's effective advisory fee was 0.08%, annualized.

Set forth below are the Portfolio's total expense ratios for the most recently completed fiscal year:

Portfolio	Total Expense Ratio	Fiscal Year
Money Market Portfolio	Class A 0.96%	December 31
	Class B 1.20%	

In response to low interest rates⁶ in the marketplace that have depressed money market yield, the Adviser or its affiliates, is waiving advisory fees and reimbursing additional expenses on its proprietary money market products, including Money Market Portfolio, in order for those products to achieve a target yield of 0.01%.

I. ADVISORY FEES CHARGED TO INSTITUTIONAL AND OTHER CLIENTS

The advisory fees charged to investment companies which the Adviser manages and sponsors are normally higher than those charged to similar sized institutional accounts, including pension plans and sub-advised investment companies. The fee differential reflects, among other things, different services provided to such clients, and different liabilities assumed. Services provided by the Adviser to the Portfolio that are not provided to non-investment company clients and sub-advised investment companies include providing office space and personnel to serve as Fund Officers, who among other responsibilities make the certifications required under the Sarbanes–Oxley Act of 2002, and coordinating with and monitoring the Portfolio's third party service providers such as Fund counsel, auditors, custodians, transfer agents and pricing services. The accounting, administrative, legal and compliance requirements for the Portfolio are more costly than those for institutional client assets due to the greater complexities and time required for investment companies. Also, retail mutual funds managed by the Adviser are widely held. Servicing the Portfolio's investors is more time consuming and labor intensive compared to institutional clients since the Adviser needs to communicate with a more extensive network of financial intermediaries and shareholders. The Adviser also believes that it incurs substantial entrepreneurial risk when offering a new mutual fund since establishing a new mutual fund requires a large upfront investment, and it may take a long time for the fund to achieve profitability since the fund must be priced to scale from inception in order to be competitive and assets are acquired one account at a time. In addition, managing the cash flow of an investment company may be more difficult than managing that of a stable pool of assets, such as an institutional account with little cash movement in either direction, particularly, if a fund is in net redemption and the Adviser is frequently forced to sell securities to raise cash for redemptions. However, managing a fund with positive cash flow may be easier at times than managing a stable pool of assets. Finally, in recent years, investment advisers have been sued by institutional clients and have suffered reputational damage both by the attendant publicity and outcomes other than complete victories. Accordingly, the legal and reputational risks associated with institutional accounts are greater than previously thought, although still not equal to those related to the mutual fund industry.

Notwithstanding the Adviser's view that managing an investment company is not comparable to managing other institutional accounts because the services provided are different and legal and reputational risks are greater, it is worth considering information regarding the advisory fees charged to institutional accounts with substantially similar investment styles as the Portfolio.⁷ However, with respect to the Portfolio, the Adviser represented that there is no institutional product in the Adviser's Form ADV that has a substantially similar investment style as the Portfolio.

The Adviser also manages AllianceBernstein Exchange Reserves, a retail mutual fund which has a substantially similar investment style as the Portfolio. Set forth below is the fee schedule of AllianceBernstein Exchange Reserves. Also shown is what would have been the effective advisory fee of the Portfolio had the fee schedule of AllianceBernstein Exchange Reserves been applicable to the Portfolio based on September 30, 2008 net assets and the Portfolio's advisory fee:

Portfolio	ABMF Fund	Fee Schedule	ABMF Effective Fee	Portfolio Advisory Fee
Money Market Portfolio	Exchange Reserves	0.25% on first \$1.25 billion	0.250%	0.450%
		0.24% on next \$0.25 billion		
		0.23% on next \$0.25 billion		
		0.22% on next \$0.25 billion		
		0.21% on next \$1.0 billion		
		0.20% on the balance		

⁶ The Federal Reserve has kept the Federal Funds Rate between zero and 0.25% since December 2008.

⁷ The Adviser has indicated that with respect to institutional accounts with assets greater than \$300 million, it will negotiate a fee schedule. Discounts that are negotiated vary based upon each client relationship.

MONEY MARKET PORTFOLIO

SENIOR OFFICER FEE EVALUATION

(continued)

AllianceBernstein Variable Products Series

The Adviser also manages and sponsors retail mutual funds, which are organized in jurisdictions outside the United States, generally Luxembourg and Japan, and sold to non-United States resident investors. The Adviser charges the following fees for the Luxembourg fund that has a somewhat similar investment style as that of the Portfolio:

Portfolio	Luxembourg Fund	Luxembourg Fee⁸
Money Market Portfolio	Short Maturity Dollar Class A	1.05% on the 1st €100 million ⁹ 1.00% on the next €100 million 0.95% in excess of €200 million
	Class I (Institutional)	0.50% on the 1st €100 million 0.45% on the next €100 million 0.40% in excess of €200 million

The Adviser provides sub-advisory investment services to certain other investment companies managed by other fund families. The Adviser charges the fee set forth below for the sub-advisory relationship that has a somewhat similar investment style as the Portfolio. Also shown are the Portfolio's advisory fees and what would have been the effective advisory fee of the Portfolio had the fee schedule of the sub-advisory relationship been applicable to the Portfolio based on September 30, 2009 net assets:

Portfolio	Sub-advised Fund	Sub-advised Fund Fee Schedule	Sub-advised Fund Effective Fee	Portfolio Advisory Fee
Money Market Portfolio	Client # 1 ¹⁰	AB Sub-Advisory Fee Schedule: 0.125% on first \$100 million 0.10% on next \$150 million 0.05% thereafter	0.125%	0.450%
		Client #1 Advisory and Administration Combined Fee Schedule: 0.50% on first \$250 million 0.475% on next \$250 million 0.45% on next \$250 million 0.425% on next 250 million 0.40% on next \$2.5 billion 0.375% on next \$2.5 billion 0.36% on next \$2.5 billion 0.35% on next 2.5 billion 0.34% thereafter	0.500%	

It is fair to note that the services the Adviser provides pursuant to sub-advisory agreements are generally confined to the services related to the investment process; in other words, they are not as comprehensive as the services provided to the Portfolio by the Adviser.

⁸ Class A shares of the Luxembourg funds are charged an "all-in" fee, which covers investment advisory and distribution related services.

⁹ The Euro-U.S. dollar currency exchange rate quoted at 4 p.m. on September 21, 2009 by *Reuters* was €1 per \$1.4676. At that currency exchange rate, €100 million would be equivalent to approximately \$146.8 million. €200 million would be equivalent to approximately \$293.6 million.

¹⁰ This sub-advised fund has a more restrictive investment style than the Money Market Portfolio; the fund invests primarily in high-quality municipal short-term securities and is a tax-exempt money market fund.

II. MANAGEMENT FEES CHARGED BY OTHER MUTUAL FUND COMPANIES FOR LIKE SERVICES.

Lipper, Inc. (“Lipper”), an analytical service that is not affiliated with the Adviser, compared the fees charged to the Portfolio with fees charged to other investment companies for similar services offered by other investment advisers. Lipper’s analysis included the Portfolio’s ranking with respect to the proposed management fee relative to the median of the Portfolio’s Lipper Expense Group (“EG”)¹¹ at the approximate current asset level of the Portfolio.¹²

Lipper describes an EG as a representative sample of comparable funds. Lipper’s standard methodology for screening funds to be included in an EG entails the consideration of several fund criteria, including fund type, investment classification/objective, load type and similar 12b-1/non-12b-1 service fees, asset (size) comparability, expense components and attributes. An EG will typically consist of seven to twenty funds.

Portfolio	Contractual Management Fee ¹³	Lipper Exp. Group Median	Rank
Money Market Portfolio	0.450	0.475	6/14

Lipper also compared the Portfolio’s most recently completed fiscal year total expense ratio to the medians of the Portfolio’s EG and Lipper Expense Universe (“EU”¹⁴). The EU¹⁴ is a broader group compared to the EG, consisting of all funds that have the same investment classification/objective and load type as the subject Portfolio.

Portfolio	Expense Ratio (%) ¹⁵	Lipper Exp. Group Median (%)	Lipper Group Rank	Lipper Exp. Universe Median (%)	Lipper Universe Rank
Money Market Portfolio	0.958	0.565	14/14	0.496	49/50

Based on this analysis, the Portfolio has a more favorable ranking on a management fee basis than it does on a total expense ratio basis.

III. COSTS TO THE ADVISER AND ITS AFFILIATES OF SUPPLYING SERVICES PURSUANT TO THE ADVISORY FEE ARRANGEMENT, EXCLUDING ANY INTRA-CORPORATE PROFIT.

The Adviser utilizes two profitability reporting systems, which operate independently but are aligned with each other, to estimate the Adviser’s profitability in connection with investment advisory services provided to the Portfolio. The Senior Officer has retained a consultant to provide independent advice regarding the alignment of the two profitability systems as well as the methodologies and allocations utilized by both profitability systems. See Section IV for additional discussion.

IV. PROFIT MARGINS OF THE ADVISER AND ITS AFFILIATES FOR SUPPLYING SUCH SERVICES.

The Portfolio’s profitability information, prepared by the Adviser for the Board of Directors, was reviewed by the Senior Officer and the consultant. The Adviser’s profitability from providing investment advisory services to the Portfolio decreased during calendar year 2008, relative to 2007.

In addition to the Adviser’s direct profits from managing the Portfolio, certain of the Adviser’s affiliates have business relationships with the Portfolio and may earn a profit from providing other services to the Portfolio. The courts have referred to this type of business opportunity as “fall-out benefits” to the Adviser and indicated that such benefits should be factored into the evaluation of the total relationship between the Portfolio and the Adviser. Neither case law nor common business practice precludes the Adviser’s affiliates from earning a reasonable profit on this type of relationship provided the affiliates’

¹¹ It should be noted that Lipper does not consider average account size when constructing EGs. Funds with relatively small average account sizes tend to have higher transfer agent expense ratios than comparable sized funds that have relatively large average account sizes. Note that there are limitations on Lipper expense category data because different funds categorize expenses differently.

¹² The contractual management fee is calculated by Lipper using the Portfolio’s contractual management fee rate at a hypothetical asset level. The hypothetical asset level is based on the combined net assets of all classes of the Portfolio, rounded up to the next \$25 million. Lipper’s total expense ratio information is based on the most recent annual report except as otherwise noted. A ranking of “1” would mean that the Portfolio had the lowest effective fee rate in the Lipper peer group.

¹³ The contractual management fee does not reflect any expense reimbursements made by the Portfolio to the Adviser for certain clerical, legal, accounting, administrative and other services.

¹⁴ Except for asset (size) comparability, Lipper uses the same criteria for selecting an EG peer when selecting an EU peer. Unlike the EG, the EU allows for the same adviser to be represented by more than just one fund.

¹⁵ Most recently completed fiscal year end Class A total expense ratio.

MONEY MARKET PORTFOLIO ***SENIOR OFFICER FEE EVALUATION***

(continued)

AllianceBernstein Variable Products Series

charges and services are competitive. These affiliates provide transfer agent and distribution to the Portfolio and receive transfer agent fees and Rule 12b-1 payments.

The Portfolio has adopted a distribution plan for Class B shares pursuant to Rule 12b-1 under the 40 Act. Under the distribution plan, the Portfolio pays distribution and servicing fees to its principal underwriter and distributor, AllianceBernstein Investments, Inc. (“ABI”), an affiliate of the Adviser, at an annual rate of up to 0.50% of the Portfolio’s average daily net assets attributable to Class B shares. The current annual rate that the Portfolio pays to ABI for 12b-1 fees is 0.25%. During the fiscal year ended December 31, 2008, ABI received \$69,887 in Rule 12b-1 fees from the Portfolio.

The Adviser may compensate ABI for payments made by ABI to brokers for registration fees and services related to printing, distribution and advertising in connection with Class B shares. During the fiscal year ended December 31, 2008, the Adviser determined that it made payments in the amount of \$648 on behalf of the Portfolio to ABI.

Financial intermediaries, such as insurers, market and sell shares of the Portfolio and typically receive compensation from ABI, the Adviser and/or the Portfolio for selling shares of the Portfolio. These financial intermediaries receive compensation in any or all of the following forms: 12b-1 fees, defrayal of costs for educational seminars and training, additional distribution support, recordkeeping and/or administrative services. Payments related to providing contract-holder recordkeeping and/or administrative services will generally not exceed 0.35% of the average daily net assets of the Portfolio attributable to the relevant intermediary over the year.

The transfer agent of the Portfolio is AllianceBernstein Investor Services, Inc. (“ABIS”).¹⁶ During the most recently completed fiscal year, ABIS received a fee of \$969 from the Portfolio.¹⁷

V. POSSIBLE ECONOMIES OF SCALE

The Adviser has indicated that economies of scale are being shared with shareholders through fee structures,¹⁸ subsidies and enhancement to services. Based on some of the professional literature that has considered economies of scale in the mutual fund industry, it is thought that to the extent economies of scale exist, they may more often exist across a fund family as opposed to a specific fund. This is because the costs incurred by the Adviser, such as investment research or technology for trading or compliance systems, can be spread across a greater asset base as the fund family increases in size. It is also possible that as the level of services required to operate a successful investment company has increased over time, and advisory firms have made such investments in their business to provide services, there may be a sharing of economies of scale without a reduction in advisory fees.

An independent consultant, retained by the Senior Officer, provided the Board of Directors an update of the Deli¹⁹ study on advisory fees and various fund characteristics. The independent consultant first reiterated the results of his previous two dimensional comparison analysis (fund size and family size) with the Board of Directors.²⁰ The independent consultant then discussed the results of the regression model that was utilized to study the effects of various factors on advisory fees. The regression model output indicated that the bulk of the variation in fees predicted were explained by various factors, but substantially by fund assets under management (“AUM”), family AUM, index fund indicator and investment style. The independent consultant also compared the advisory fees of the AllianceBernstein Mutual Funds to similar funds managed by 19 other large asset managers, regardless of fund size and the large asset manager’s proportion of mutual fund assets to non-mutual fund assets.

VI. NATURE AND QUALITY OF THE ADVISER’S SERVICES, INCLUDING THE PERFORMANCE OF THE PORTFOLIO

With assets under management of approximately \$498 billion as of September 30, 2009, the Adviser has the investment experience to manage and provide non-investment services (described in Section I) to the Portfolio.

¹⁶ It should be noted that the insurance companies, linked to the variable products, provide additional shareholder services for the Portfolio, including record keeping, administration and customer service for contract holders.

¹⁷ The Fund (which includes the Portfolio and other series of the Fund) paid ABIS a flat fee of \$18,000 in 2008.

¹⁸ Fee structures include fee reductions, pricing at scale and breakpoints in advisory fee schedules.

¹⁹ The Deli study was originally published in 2002 based on 1997 data.

²⁰ The two dimensional analysis showed patterns of lower advisory fees for funds with larger asset sizes and funds from larger family sizes compared to funds with smaller asset sizes and funds from smaller family sizes, which according to the independent consultant is indicative of a sharing of economies of scale and scope. However, in less liquid and active markets, such is not the case, as the empirical analysis showed potential for diseconomies of scale in those markets. The empirical analysis also showed diminishing economies of scale and scope as funds surpassed a certain high level of assets.

AllianceBernstein Variable Products Series

The information below, prepared by Lipper, shows the 1, 3, 5 and 10 year net and gross performance returns and rankings of the Portfolio²¹ relative to its Lipper Performance Group (“PG”)²² and Lipper Performance Universe (“PU”) for the periods ended July 31, 2009.²³

Money Market Portfolio	Portfolio Return (%)	PG Median (%)	PU Median (%)	PG Rank	PU Rank
(Net)					
1 year	0.75	0.78	0.81	8/14	35/59
3 year	2.77	3.06	3.13	13/14	54/59
5 year	2.67	2.94	3.04	14/14	54/57
10 year	2.67	2.87	2.95	12/13	48/52
(Gross)					
1 year	1.72	1.45	1.37	5/14	14/59
3 year	3.77	3.71	3.64	5/14	17/59
5 year	3.63	3.62	3.56	6/14	20/57
10 year	3.49	3.48	3.49	6/13	25/52

Set forth below are the 1, 3, 5, 10 year and since inception net performance returns of the Portfolio (in bold)²⁴ versus its benchmark.²⁵ Portfolio volatility and reward-to-variability ratio (“Sharpe Ratio”) information is also shown.²⁶

	Periods Ending July 31, 2009 Annualized Performance							
	1 Year (%)	3 Year (%)	5 Year (%)	10 Year (%)	Since Inception (%)	Annualized		Risk Period (Year)
	Volatility (%)	Sharpe (%)						
Money Market Portfolio	0.75	2.77	2.67	2.67	3.29	0.54	-2.86	10
Lipper VA Money Market Fund Average ²⁷	0.88	3.05	2.97	2.90	3.61	N/A	N/A	N/A

Inception Date: December 30, 1992

CONCLUSION:

Based on the factors discussed above the Senior Officer’s conclusion is that the proposed advisory fee for the Portfolio is reasonable and within the range of what would have been negotiated at arm’s-length in light of all the surrounding circumstances. This conclusion in respect of the Portfolio is based on an evaluation of all of these factors and no single factor was dispositive.

Dated: November 25, 2009

21 The net performance returns and rankings are for the Class A shares of the Portfolio. It should be noted that the net performance returns of the Portfolio that are shown were provided by the Adviser. Lipper maintains its own database that includes the Portfolio’s performance returns. However, differences in the distribution price (ex-date versus payable date) and rounding differences may cause the Adviser’s own performance returns of the Portfolio to be one or two basis points different from Lipper. To maintain consistency in this evaluation, the performance returns of the Portfolio, as reported by the Adviser, are provided instead of Lipper.

22 The Portfolio’s PG is identical to the Portfolio’s EG. The Portfolio’s PU is not identical to the Portfolio’s EU as the criteria for including/excluding a fund in/from a PU are somewhat different from that of an EU.

23 Note that the current Lipper investment classification/objective dictates the PG and PU throughout the life of the Portfolio even if the Portfolio may have had a different investment classification/objective at different points in time.

24 The performance returns and risk measures shown in the table are for the Class A shares of the Portfolio.

25 The Adviser provided Portfolio and benchmark performance return information for the periods through July 31, 2009.

26 Portfolio volatility and Sharpe Ratio information was obtained through Lipper LANA, a database maintained by Lipper. Volatility is a statistical measure of the tendency of a market price or yield to vary over time. A Sharpe Ratio is a risk adjusted measure of return that divides a portfolio’s return in excess of the riskless return by the portfolio’s standard deviation. A portfolio with a greater volatility would be seen as more risky than a portfolio with equivalent performance but lower volatility; for that reason, a greater return would be demanded for the more risky portfolio. A portfolio with a higher Sharpe Ratio would be viewed as better performing than a portfolio with a lower Sharpe Ratio.

27 It should be noted that the benchmark’s since inception performance return is from the nearest month-end after the Portfolio’s inception date. In contrast to the benchmark, the Portfolio’s since inception return is from the Portfolio’s actual inception date.

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