

**ALLIANCEBERNSTEIN INSTITUTIONAL FUNDS, INC.—
ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVESTMENT FUND II
SANFORD C. BERNSTEIN FUND II, INC.—
INTERMEDIATE DURATION INSTITUTIONAL PORTFOLIO**

1345 Avenue of the Americas
New York, New York 10105

**Notice of Joint Annual Meeting of Stockholders
November 5, 2010**

To the Stockholders of AllianceBernstein Institutional Funds, Inc. and Sanford C. Bernstein Fund II, Inc.:

Notice is hereby given that the Joint Annual Meeting of Stockholders (the “Meeting”) of AllianceBernstein Institutional Funds, Inc. (“ABIF”) and Sanford C. Bernstein Fund II, Inc. (“SBF”), each a Maryland corporation (each a “Fund” and together, the “Funds”), and the series thereof, will be held at the offices of the Funds, 1345 Avenue of the Americas, 41st Floor, New York, New York 10105, on November 5, 2010 at 3:00 p.m., Eastern Time, to consider and vote on the following Proposal, which is more fully described in the accompanying Proxy Statement dated September 21, 2010:

1. The election of Directors of the Funds, each such Director to serve for a term of indefinite duration and until his or her successor is duly elected and qualifies.
2. To transact such other business as may properly come before the Meeting and any adjournments or postponements thereof.

Any stockholder of record of a Fund at the close of business on September 9, 2010 (the “Record Date”) is entitled to notice of, and to vote at, the Meeting or any postponement or adjournment thereof. The enclosed proxy is being solicited on behalf of the Board of Directors of each Fund.

By Order of the Boards of Directors,
Emilie D. Wrapp
Secretary

New York, New York
September 21, 2010

YOUR VOTE IS IMPORTANT

Please indicate your voting instructions on the enclosed Proxy Card, sign and date it, and return it in the envelope provided, which needs no postage if mailed in the United States. You may also, by telephone or through the Internet, authorize proxies to cast your votes. To do so, please follow the instructions on the enclosed Proxy Card. Your vote is very important no matter how many shares you own. Please mark and mail your proxy promptly in order to save any additional cost of further proxy solicitation and in order for the Meeting to be held as scheduled.

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Proxy Statement

AllianceBernstein Institutional Funds, Inc.—
AllianceBernstein Global Real Estate Investment Fund II
Sanford C. Bernstein Fund II, Inc.—
Intermediate Duration Institutional Portfolio

1345 Avenue of the Americas
New York, New York 10105

Joint Annual Meeting of Stockholders
November 5, 2010

Introduction

This is a combined Proxy Statement for the Funds listed above (each a “Fund”, and collectively, the “Funds”). The Boards of Directors (each a “Board” and collectively, the “Boards”) are soliciting proxies for a Joint Annual Meeting of Stockholders of each Fund (the “Meeting”) to consider and vote on a proposal that is being recommended by the Boards of their Funds.

The Boards are sending you this Proxy Statement to ask for your vote on a proposal affecting your Fund. The Funds will hold the Meeting at the offices of the Funds, 1345 Avenue of the Americas, 41st Floor, New York, New York 10105, on November 5, 2010 at 3:00 p.m., Eastern Time. The solicitation will be made primarily by mail and may also be made by telephone or through the Internet. The solicitation cost will be borne by the Funds. AllianceBernstein L.P. is the investment adviser to the Funds (the “Adviser”). The Notice of Joint Annual Meeting of Stockholders, Proxy Statement, and Proxy Card are being mailed to stockholders on or about October 1, 2010.

Any stockholder who owned shares of a Fund at the close of business on September 9, 2010 (the “Record Date”) is entitled to notice of, and to vote at, the Meeting and any postponement or adjournment thereof. Each share is entitled to one vote.

Important Notice Regarding Availability of Proxy Materials for the Stockholders’ Meeting to be Held on Friday, November 5, 2010. This Proxy Statement is available on the Internet at www.bernstein.com/fundproxy.

Proposal Election of Directors

At the Meeting, stockholders will vote on the election of Directors of their Funds. Each Director elected at the Meeting will serve for a term of indefinite duration and until his or her successor is duly elected and qualifies. The following individuals have been nominated for election as a Director of each of the Funds. It is the intention of the persons named as proxies in the accompanying Proxy Card to vote in favor of the nominees named below for election as a Director of each of the Funds.

Mr. John H. Dobkin
 Mr. Michael J. Downey
 Mr. William H. Foulk, Jr.
 Mr. D. James Guzy
 Ms. Nancy P. Jacklin
 Mr. Robert M. Keith
 Mr. Garry L. Moody
 Mr. Marshall C. Turner, Jr.
 Mr. Earl D. Weiner

Each nominee has consented to serve as a Director. The Boards know of no reason why any of the nominees would be unable to serve, but in the event any nominee is unable to serve or for good cause will not serve, the proxies received indicating a vote in favor of such nominee will be voted for a substitute nominee as the Boards may recommend.

Certain information concerning the Funds' nominees for Director is set forth below.

Name, Address* and Age	Years of Service**	Principal Occupation(s) During Past 5 Years or Longer	Number of Portfolios in AllianceBernstein Fund Complex Overseen by Director	Other Public Company Directorships Held by Director in the Past 5 Years
INDEPENDENT DIRECTORS				
<i>Chairman of the Board</i>				
William H. Foulk, Jr., #, ## 78	ABIF: 13 SBF: 8	Investment Adviser and an Independent Consultant since prior to 2005. Previously, he was Senior Manager of Barrett Associates, Inc., a registered investment adviser. 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. He has served as a director or trustee of various AllianceBernstein Funds since 1983 and has been Chairman of the AllianceBernstein Funds and of the Independent Directors Committee of such Funds since 2003.	95	None

Name, Address* and Age	Years of Service**	Principal Occupation(s) During Past 5 Years or Longer	Number of Portfolios in AllianceBernstein Fund Complex Overseen by Director	Other Public Company Directorships Held by Director in the Past 5 Years
John H. Dobkin, # 68	ABIF: 13 SBF: 8	Independent Consultant since prior to 2005. 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. He has served as a director or trustee of various AllianceBernstein Funds since 1992.	93	None
Michael J. Downey, # 66	ABIF: 3 SBF: 5	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, director of the Prudential Mutual Funds, and member of the Executive Committee of Prudential Securities Inc. He has served as a director or trustee of the AllianceBernstein Funds since 2005.	93	Asia Pacific Fund, Inc., and The Merger Fund since prior to 2005, and Prospect Acquisition Corp. (financial services) since 2007 until 2009
D. James Guzy, # 74	ABIF: 3 SBF: 5	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 a Director of Intel Corporation (semi-conductors) from 1969 until 2008, and served as Chairman of the Finance Committee of such company for several years until May 2008. He has served as a director of one or more of the AllianceBernstein Funds since 1982.	93	Cirrus Logic Corporation (semi-conductors) and PLX Technology, Inc. (semi-conductors) since prior to 2005 and Intel Corporation (semi-conductors) since prior to 2005 until 2008

Name, Address* and Age	Years of Service**	Principal Occupation(s) During Past 5 Years or Longer	Number of Portfolios in AllianceBernstein Fund Complex Overseen by Director	Other Public Company Directorships Held by Director in the Past 5 Years
Nancy P. Jacklin, # 62	ABIF: 2 SBF: 4	<p>Professorial Lecturer at the Johns Hopkins School of Advanced International Studies since 2008. 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, Citigroup (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. She has served as a director or trustee of the AllianceBernstein Funds since 2006.</p>	93	None
Garry L. Moody, # 58	ABIF: 2 SBF: 2	<p>Independent Consultant. Formerly, Partner, Deloitte & Touche LLP (1995-2008) where he held a number of senior positions, including Vice-Chairman, and U.S. and Global Investment Management Practice Managing Partner; President, Fidelity Accounting and Custody Services Company (1993-1995); and Partner, Ernst & Young LLP (1975-1993), where he served as the National Director of Mutual Fund Tax Services. He has served as a director or trustee, and as Chairman of the Audit Committee, of most of the AllianceBernstein Funds since 2008.</p>	91	None

Name, Address* and Age	Years of Service**	Principal Occupation(s) During Past 5 Years or Longer	Number of Portfolios in AllianceBernstein Fund Complex Overseen by Director	Other Public Company Directorships Held by Director in the Past 5 Years
Marshall C. Turner, Jr., # 68	ABIF: 5 SBF: 5	Private investor since prior to 2005. Interim CEO of MEMC Electronic Materials, Inc. (semi-conductor and solar cell substrates) from November 2008 until March 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 acquired and renamed Toppan Photomasks, Inc. He has served as a director or trustee of one or more of the AllianceBernstein Funds since 1992.	93	Xilinx, Inc. (programmable logic semi-conductors) and MEMC Electronic Materials, Inc. (semi-conductor and solar cell substrates) since prior to 2005
Earl D. Weiner, # 71	ABIF: 3 SBF: 3	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 to draft editions of the Fund Director's Guidebook. He has served as a director or trustee of the AllianceBernstein Funds since 2007 and is Chairman of the Governance and Nominating Committees of most of the Funds.	93	None

Name, Address* and Age	Years of Service**	Principal Occupation(s) During Past 5 Years or Longer	Number of Portfolios in AllianceBernstein Fund Complex Overseen by Director	Other Public Company Directorships Held by Director in the Past 5 Years
INTERESTED DIRECTOR				
Robert M. Keith, +, ++ 1345 Avenue of the Americas New York, NY 10105 50	None	Senior Vice President of AllianceBernstein L.P. (the "Adviser")*** and head of AllianceBernstein Investments Inc. ("ABI")*** since July 2008; Director of ABI and 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 the Adviser's institutional investment management business since 2004. Prior thereto, Managing Director and Head of North American Client Service and Sales in the Adviser's institutional investment management business, with which he has been associated since prior to 2004.	6	None

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

** "Years of Service" refers to the total number of years served as a Director.

*** The Adviser and ABI are affiliates of each Fund.

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

Member of the Fair Value Pricing Committee.

+ Mr. Keith will become a Director of a Fund if elected at the Meeting by that Fund.

++ Mr. Keith is an "interested person," as defined in Section 2(a)(19) of the Investment Company Act of 1940, of each Fund due to his position as a Senior Vice President of the Adviser.

The business and affairs of each Fund are managed under the direction of that Fund's Board. Directors who are not "interested persons" of a Fund as defined in the Investment Company Act of 1940, as amended (the "1940 Act"), are referred to as "Independent Directors", and Directors who are "interested persons" of a Fund are referred to as "Interested Directors". Certain information concerning the Funds' governance structure and each Director is set forth below.

Experience, Skills, Attributes, and Qualifications of the Funds' Directors. The Governance and Nominating Committee of each Fund's Board, which is composed of Independent Directors, reviews the experience, qualifications, attributes and skills of potential candidates for nomination or election by the Board, and conducts a similar review in connection with the proposed nomination of current Directors for re-election by stockholders at any annual or special meeting of stockholders. In evaluating a candidate for nomination or election as a Director the Governance and Nominating Committee takes into account the contribution that the candidate would be expected to make to the diverse mix of experience, qualifications, attributes and skills that the Governance and Nominating Committee believes contributes to good governance for the Fund. Additional information concerning the Governance and Nominating Committee's consideration of nominees appears in the description of the Committee below.

Each Fund's Board believes that, collectively, the Directors have balanced and diverse experience, qualifications, attributes, and skills, which allow the Board to operate effectively in governing the Fund and protecting the interests of stockholders. The Board of each Fund has concluded that, based on each Director's experience, qualifications, attributes or skills on an individual basis and in combination with those of the other Directors, each Director is qualified and should continue to serve as such.

In determining that a particular Director was and continues to be qualified to serve as a Director, each Board has considered a variety of criteria, none of which, in isolation, was controlling. In addition, each Board has taken into account the actual service and commitment of each Director during his or her tenure (including the Director's commitment and participation in Board and committee meetings, as well as his or her current and prior leadership of standing and ad hoc committees) in concluding that each should continue to serve. Additional information about the specific experience, skills, attributes and qualifications of each Director, which in each case led to the Board's conclusion that the Director should serve (or continue to serve) as a director of a Fund, is provided in the table above and in the next paragraph.

Among other attributes and qualifications common to all Directors are their ability to review critically, evaluate, question and discuss information provided to them (including information requested by the Directors), to interact effectively with the Adviser, other service providers, counsel and the Fund's independent registered public accounting firm, and to exercise effective business judgment in the performance of their duties as Directors. In addition to his or her service as a Director of the Fund and other AllianceBernstein Funds as noted in the table above: Mr. Dobkin has experience as an executive of a number of organizations and served as Chairman of the Audit Committee of many of the AllianceBernstein Funds from 2001 to 2008; Mr. Downey has experience in the investment advisory business including as Chairman and Chief Executive Officer of a large fund complex and as director of a number of non-AllianceBernstein funds and as Chairman of a non-AllianceBernstein closed-end fund; Mr. Foulk has experience in the investment advisory and securities businesses, including as Deputy Controller and Chief Investment Officer of the State of New York (where his responsibilities included bond issuances, cash management and oversight of the New York Common Retirement Fund), has served as Chairman of the AllianceBernstein Funds and of the Independent Directors Committee since 2003, and is active in a number of mutual fund related organizations and committees;

Mr. Guzy has experience as a corporate director including as Chairman of a public company and Chairman of the Finance Committee of a large public technology company; Ms. Jacklin has experience as a financial services regulator including as U.S. Executive Director of the International Monetary Fund, which is responsible for ensuring the stability of the international monetary system, and as a financial services lawyer in private practice; Mr. Keith has experience as an executive of the Adviser with responsibility for, among other things, the AllianceBernstein Funds; Mr. Moody has experience as a certified public accountant including experience as Vice-Chairman and U.S. and Global Investment Management Practice Partner for a major accounting firm, is a member of the governing council of an organization of independent directors of mutual funds, and has served as Chairman of the Audit Committee of most of the AllianceBernstein Funds since 2008; Mr. Turner has experience as a director (including Chairman and Chief Executive Officer of a number of companies) and as a venture capital investor including prior service as general partner of three institutional venture capital partnerships; and Mr. Weiner has experience as a securities lawyer whose practice includes registered investment companies and as Chairman, director or trustee of a number of boards, and has served as Chairman of the Governance and Nominating Committee of most of the AllianceBernstein Funds. The disclosure herein of a director's experience, qualifications, attributes and skills does not impose on any such director any duties, obligations, or liability that are greater than the duties, obligations, and liability imposed on such director as a member of the Board and any committee thereof in the absence of such experience, qualifications, attributes and skills.

Board Structure and Oversight Function. Each Fund's Board is responsible for oversight of that Fund. Each Fund has engaged the Adviser to manage the Fund on a day-to-day basis. Each Board is responsible for overseeing the Adviser and the Fund's other service providers in the operations of that Fund in accordance with the Fund's investment objective and policies and otherwise in accordance with its prospectus, the requirements of the 1940 Act and other applicable Federal, state and other securities and other laws, and the Fund's charter and bylaws. Each Board meets in-person at regularly scheduled meetings eight times throughout the year. In addition, the Directors may meet in-person or by telephone at special meetings or on an informal basis at other times. The Independent Directors also regularly meet without the presence of any representatives of management. As described below, each Board has established four standing committees—the Audit, Governance and Nominating, Independent Directors, and Fair Valuation Committees—and may establish ad hoc committees or working groups from time to time, to assist the Board in fulfilling its oversight responsibilities. Each committee is composed exclusively of Independent Directors. The responsibilities of each committee, including its oversight responsibilities, are described further below. The Independent Directors have also engaged independent legal counsel, and may from time to time engage consultants and other advisors, to assist them in performing their oversight responsibilities.

An Independent Director serves as Chairman of each Board. The Chairman's duties include setting the agenda for each Board meeting in consultation with management, presiding at each Board meeting, meeting with management between Board meetings, and facilitating communication and coordination between the Independent Directors and management. The Directors have determined that a Board's leadership by an Independent Director and its committees composed exclusively of Independent

Directors is appropriate because they believe it sets the proper tone to the relationships between the Fund, on the one hand, and the Adviser and other service providers, on the other, and facilitates the exercise of the Board's independent judgment in evaluating and managing the relationships. In addition, each Fund is required to have an Independent Director as Chairman pursuant to certain 2003 regulatory settlements involving the Adviser.

Risk Oversight. Each Fund is subject to a number of risks, including investment, compliance and operational risks. Day-to-day risk management with respect to a Fund resides with the Adviser or other service providers (depending on the nature of the risk), subject to supervision by the Adviser. Each Board has charged the Adviser and its affiliates with (i) identifying events or circumstances, the occurrence of which could have demonstrable and material adverse effects on the Fund; (ii) to the extent appropriate, reasonable or practicable, implementing processes and controls reasonably designed to lessen the possibility that such events or circumstances occur or to mitigate the effects of such events or circumstances if they do occur; and (iii) creating and maintaining a system designed to evaluate continuously, and to revise as appropriate, the processes and controls described in (i) and (ii) above.

Risk oversight forms part of a Board's general oversight of a Fund's investment program and operations and is addressed as part of various regular Board and committee activities. Each Fund's investment management and business affairs are carried out by or through the Adviser and other service providers. Each of these persons has an independent interest in risk management but the policies and the methods by which one or more risk management functions are carried out may differ from the Fund's and each other's in the setting of priorities, the resources available or the effectiveness of relevant controls. Oversight of risk management is provided by the Board and the Audit Committee. The Directors regularly receive reports from, among others, management (including the Global Heads of Investment Risk and Trading Risk of the Adviser), a Fund's Senior Officer (who is also the Fund's chief compliance officer), its independent registered public accounting firm, counsel, and internal auditors for the Adviser, as appropriate, regarding risks faced by the Fund and the Adviser's risk management programs.

Not all risks that may affect a Fund can be identified, nor can controls be developed to eliminate or mitigate their occurrence or effects. It may not be practical or cost-effective to eliminate or mitigate certain risks, the processes and controls employed to address certain risks may be limited in their effectiveness, and some risks are simply beyond the reasonable control of the Fund or the Adviser, its affiliates or other service providers. Moreover, it is necessary to bear certain risks (such as investment-related risks) to achieve a Fund's goals. As a result of the foregoing and other factors a Fund's ability to manage risk is subject to substantial limitations.

As of September 2, 2010, to the knowledge of management, the Directors and officers of each Fund, both individually and as a group, owned less than 1% of the shares of any Fund. Additional information related to the equity ownership of the Directors in each of the Funds and the compensation they received from the Funds is presented in Appendix B. During each Fund's most recently completed fiscal year, the Fund's Directors as a group did not engage in the purchase or sale of more than 1% of any class of securities of the Adviser or of any of its parents or subsidiaries.

During the Fund's fiscal year ended in 2009, the Board of ABIF met eight times and of SBF met eight times. Each Director attended at least 75% of the total number of meetings of the Board held during the fiscal year and, if a member, at least 75% of the total number of meetings of the committees held during the period for which he or she served. The Funds do not have a policy that requires a Director to attend annual meetings of stockholders but the Funds encourage such attendance.

Each Fund's Board has four standing committees: an Audit Committee, a Governance and Nominating Committee, an Independent Directors Committee, and a Fair Value Pricing Committee. The members of the Committees are identified above in the table listing the Directors. The function of the Audit Committee is to assist the Board in its oversight of a Fund's financial reporting process. During the Fund's fiscal year ended in 2009, the Audit Committee of ABIF met twice and of SBF met twice.

Each Fund's Board has adopted a charter for its Governance and Nominating Committee, which is available at www.alliancebernstein.com (click on AllianceBernstein Mutual Fund Investors then US then Investment Products/Mutual Funds). Pursuant to the charter of the Governance and Nominating Committee, the Governance and Nominating Committee assists each Board in carrying out its responsibilities with respect to governance of a Fund and identifies, evaluates and selects and nominates candidates for that Board. The Committee may also set standards or qualifications for Directors and reviews at least annually the performance of each Director, taking into account factors such as attendance at meetings, adherence to Board policies, preparation for and participation at meetings, commitment and contribution to the overall work of the Board and its committees, and whether there are health or other reasons that might affect the Director's ability to perform his or her duties. The Committee may consider candidates as Directors submitted by a Fund's current Board members, officers, investment adviser, stockholders and other appropriate sources.

The Governance and Nominating Committee will consider candidates submitted by a stockholder or group of stockholders who have beneficially owned at least 5% of a Fund's outstanding common stock or shares of beneficial interest for at least two years prior to the time of submission and who timely provide specified information about the candidates and the nominating stockholder or group. To be timely for consideration by the Committee, the submission, including all required information, must be submitted in writing to the attention of the Secretary at the principal executive offices of a Fund not less than 120 days before the date of the proxy statement for the previous year's annual meeting of stockholders or, if an annual meeting was not held in the previous year, all required information must be received within a reasonable amount of time before the Fund begins to print and mail its proxy materials. The Committee will consider only one candidate submitted by such a stockholder or group for nomination for election at an annual meeting of stockholders. The Committee will not consider self-nominated candidates.

The Governance and Nominating Committee will consider and evaluate candidates submitted by stockholders on the basis of the same criteria as those used to consider and evaluate candidates submitted from other sources. These criteria include the candidate's relevant knowledge, experience, and expertise, the candidate's ability to carry out his or her duties in the best interests of the Fund and the candidate's ability to qualify as an Independent Director. When assessing a candidate for nomination, the Committee considers whether the individual's background, skills, and experience will

complement the background, skills, and experience of other nominees and will contribute to the diversity of the Board.

During the Fund's fiscal year ended in 2009, the Governance and Nominating Committee of ABIF met four times and of SBF met four times.

The function of each Fund's Fair Value Pricing Committee is to consider, in advance if possible, any fair valuation decision of the Adviser's Valuation Committee relating to a security held by a Fund made under unique or highly unusual circumstances not previously addressed by the Valuation Committee that would result in a change in the Fund's net asset value by more than \$0.01 per share. The Fair Value Pricing Committee did not meet during either Fund's most recently completed fiscal year.

The function of each Fund's Independent Directors Committee is to consider and take action on matters that the Board or Committee believes should be addressed in executive session of the Independent Directors, such as review and approval of the Advisory, Distribution Services and Transfer Agency Agreements in the case of ABIF and the Advisory Agreement in the case of SBF. During the Fund's fiscal year ended in 2009, the Independent Directors Committee of ABIF met eight times and of SBF met six times.

Each Board has adopted a process for stockholders to send communications to the Board of their Fund. To communicate with a Board or an individual Director of a Fund, a stockholder must send a written communication to that Fund's principal office at the address listed in the Notice of Joint Annual Meeting of Stockholders accompanying this Proxy Statement, addressed to the Board of that Fund or the individual Director. All stockholder communications received in accordance with this process will be forwarded to the Board or the individual Director to which or to whom the communication is addressed.

Each Board unanimously recommends that the stockholders vote FOR each of the nominees to serve as a Director of the applicable Fund. The election of a nominee as Director with respect to each Fund requires the affirmative vote of a plurality of the votes cast.

Independent Registered Public Accounting Firm

Approval of Independent Registered Public Accounting Firm by Board

The Boards of the Funds, including a majority of the Directors who are not "interested persons", have appointed Ernst & Young LLP ("E&Y") as the independent registered public accounting firm for the current fiscal year of each of AllianceBernstein Global Real Estate Investment Fund II ("Global Real Estate Fund") and Intermediate Duration Institutional Portfolio ("Intermediate Duration Portfolio"). E&Y has represented that it does not have any direct financial interest or any material indirect financial interest in either of the Funds.

E&Y has audited the accounts of Global Real Estate Fund for the past two fiscal years.

The Audit Committee of the Board of SBF approved the dismissal of KPMG LLP as independent registered public accounting firm for Intermediate Duration Portfolio

(the “Prior Auditor”) at a meeting held on March 24, 2010. The Prior Auditor’s reports on the financial statements of Intermediate Duration Portfolio for its last two fiscal years did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the period the Prior Auditor was engaged, there were no disagreements with the Prior Auditor on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which would have caused it to make reference to that matter in connection with its reports for the Intermediate Duration Portfolio or reportable events as described in paragraph (v) of Item 304(a)(1) of Regulation S-K. Intermediate Duration Portfolio has requested that the Prior Auditor furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the above statements. A copy of the letter is attached as Appendix C and a similar letter has been filed as Exhibit 77 to the Intermediate Duration Portfolio’s first Form N-SAR filed following the Prior Auditor’s dismissal.

Representatives of E&Y are expected to attend the Meeting, to have the opportunity to make a statement and to respond to appropriate questions from the stockholders. Representatives of the Prior Auditor are not expected to attend the Meeting.

Independent Registered Public Accounting Firms’ Fees

The following table sets forth the aggregate fees billed by the independent registered public accounting firms for each Fund’s last two fiscal years for professional services rendered for: (i) the audit of the Fund’s annual financial statements included in the Fund’s annual report(s) to stockholders; (ii) assurance and related services that are reasonably related to the performance of the audit of the Fund’s financial statements and are not reported under (i), which include advice and education on accounting and auditing issues and consent letters; (iii) tax compliance, tax advice and tax return preparation; and (iv) aggregate non-audit services provided to the Fund, the Adviser and entities that control, are controlled by or under common control with the Adviser that provide ongoing services to the Fund (“Service Affiliates”), which include conducting an annual internal control report pursuant to Statement on Auditing Standards No. 70. No other services were provided to either Fund during this period.

TABLE 1

Name of Fund		Audit Fees	Audit Related Fees	Tax Fees	All Other Fees for Services Provided to the Fund	All Fees for Non-Audit Services Provided to the Fund, the Adviser and Service Affiliates
ABIF—Global Real Estate Fund	2008	\$37,300	\$3,517	\$34,582	n/a	\$998,444
	2009	\$38,606	\$ —	\$13,884	n/a	\$788,540
SBF—Intermediate Duration Portfolio	2008	\$36,700	\$1,684	\$13,625	n/a	\$386,659
	2009	\$34,179	\$ —	\$ 7,800	n/a	\$192,049

Beginning with audit and non-audit service contracts entered into on or after May 6, 2003, the Funds’ Audit Committee policies and procedures require the pre-approval of all audit and non-audit services provided to a Fund by the Fund’s independent

registered public accounting firm. A Fund's Audit Committee policies and procedures also require pre-approval of all audit and non-audit services provided to the Adviser and Service Affiliates to the extent that these services are directly related to the operations or financial reporting of the Fund. All of the amounts for Audit Fees, Audit-Related Fees and Tax Fees in Table 1 are for services pre-approved by the Audit Committee.

The amounts of the Fees for Non-Audit Services provided to the Fund, the Adviser and Service Affiliates in Table 1 for each Fund that were subject to pre-approval by its respective Audit Committee for 2008 and 2009 are presented below in Table 2 (includes conducting an annual internal control report pursuant to Statement on Accounting Standards No. 70). The Audit Committee of each Fund has considered whether the provision of any non-audit services not pre-approved by the Audit Committee provided by the Fund's independent registered public accounting firm to the Adviser and Service Affiliates is compatible with maintaining the independent registered public accounting firm's independence.

TABLE 2

		Fees for Non-Audit Services Provided to the Fund, the Adviser and Service Affiliates Subject to Pre-Approval by Audit Committee	Portion Comprised of Audit Related Fees	Portion Comprised of Tax Fees
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ABIF—Global Real Estate Fund	2008	\$181,218	\$146,636	\$34,582
	2009	\$257,730	\$243,846	\$13,884
SBF—Intermediate Duration Portfolio	2008	\$ 15,309	\$ 1,684	\$13,625
	2009	\$ 7,800	\$ —	\$ 7,800

Proxy Voting and Stockholder Meeting

All properly executed and timely received proxies will be voted in accordance with the instructions marked thereon or otherwise provided therein. Accordingly, unless instructions to the contrary are marked on the proxies, the votes will be cast for the election of each of the nominees as a Director for a Fund. If no specification is made on a properly executed proxy, it will be voted for the election of each of the Directors of the Fund.

Those stockholders who hold shares directly and not through a broker or nominee (that is, a stockholder of record) may authorize their proxies to cast their votes by completing a Proxy Card and returning it by mail in the enclosed postage-paid envelope as well as by telephoning toll free (866) 450-8471. Owners of shares held through a broker or nominee (who is a stockholder of record for those shares) should follow directions provided to the stockholder by the broker or nominee to submit voting instructions. Instructions to be followed by a stockholder of record to submit a proxy via telephone or through the Internet, including use of the Control Number on the stockholder's Proxy Card, are designed to verify stockholder identities, to allow stockholders to give voting instructions and to confirm that stockholder instructions have been recorded properly. Stockholders who authorize proxies by

telephone should not also return a Proxy Card. A stockholder of record may revoke the stockholder's proxy at any time prior to exercise thereof by giving written notice to the Secretary of the Funds at 1345 Avenue of the Americas, New York, New York 10105, by authorizing a later-dated proxy (either by signing and mailing another Proxy Card or by telephone or through the Internet, as indicated above), or by personally attending and voting at the Meeting.

Properly executed proxies may be returned with instructions to abstain from voting or to withhold authority to vote (an "abstention") or represent a broker "non-vote" (which is a proxy from a broker or nominee indicating that the broker or nominee has not received instructions from the beneficial owner or other person entitled to vote shares on a particular matter with respect to which the broker or nominee does not have discretionary power to vote).

For both Funds, the approval of the Proposal requires the affirmative vote of a plurality of the votes cast. Abstentions and broker non-votes, if any, not being votes cast, will have no effect on the outcome of the Proposal. If any matter other than the Proposal properly comes before the Meeting, the shares represented by proxies will be voted on all such other proposals in the discretion of the person or persons voting the proxies. The Funds have not received notice of, and are not otherwise aware of, any other matter to be presented at the Meeting.

For each Fund, a quorum for the Meeting will consist of the presence in person or by proxy of the holders of record of one-third of the shares of the Fund outstanding and entitled to vote at the Meeting. Whether or not a quorum is present at the Meeting, if sufficient votes in favor of the position recommended by the Board on the Proposal described in the Proxy Statement are not timely received, the persons named as proxies may, but are under no obligation to, with no other notice than announcement at the Meeting, propose and vote for one or more adjournments of the Meeting for up to 120 days after the Record Date to permit further solicitation of proxies. The Meeting may be adjourned with respect to the Proposal in the Proxy Statement. Shares represented by proxies indicating a vote contrary to the position recommended by a majority of the Board on the Proposal will be voted against adjournment.

The Meeting is scheduled as a joint meeting of the stockholders of the Funds because the stockholders of both Funds are to consider and vote on the election of Directors. Stockholders of each Fund will vote separately on the election of Directors for their Fund and on any other matter that may properly come before the meeting for that Fund. An unfavorable vote by the stockholders of one Fund will not affect the vote on the election of Directors or any other matter by the stockholders of the other Fund.

The Adviser has engaged Broadridge Financial Solutions, Inc. ("Broadridge"), 60 Research Road, Hingham, MA 02043, to assist in soliciting proxies for the Meeting, including contacting stockholders by telephone or other electronic means to solicit stockholders on behalf of the Funds. Broadridge will receive a total fee of \$5,000 for its services, to be borne by the Funds. Other proxy solicitation costs will be borne by the Funds.

Officers of the Funds

Certain information concerning the Funds' officers is set forth below. Each of the Funds' officers is elected annually by the respective Board until his or her successor is duly elected and qualifies.

Name, Address* and Age	Position(s) (Month and Year First Elected)	Principal Occupation During Past 5 Years
Robert M. Keith 50	President and Chief Executive Officer, Both Funds (09/08)	See biography above.
Philip L. Kirstein 65	Senior Vice President and Independent Compliance Officer, Both Funds (10/04)	Senior Vice President and Independent Compliance Officer of the AllianceBernstein Mutual Funds, with which he has been associated since October 2004. Prior thereto, he was Of Counsel to Kirkpatrick & Lockhart, LLP from October 2003 to October 2004, and General Counsel of Merrill Lynch Investment Managers, L.P. since prior to March 2003.
Emilie D. Wrapp 54	Secretary, Both Funds (10/05)	Senior Vice President, Assistant General Counsel and Assistant Secretary of ABI,** with which she has been associated since prior to 2005.
Joseph J. Mantineo 51	Treasurer and Chief Financial Officer, Both Funds (8/06)	Senior Vice President of AllianceBernstein Investor Services, Inc. ("ABIS"),** with which he has been associated since prior to 2005.
Phyllis J. Clarke 49	Controller, ABIF (11/08)	Vice President of ABIS,** with which she has been associated since prior to 2005.
Stephen Woetzel 38	Controller, SBF (5/09)	Vice President of ABIS,** with which he has been associated since prior to 2005.

* The address for the Funds' officers is 1345 Avenue of the Americas, New York, New York 10105.

** An affiliate of each of the Funds.

Information as to the Investment Adviser and Distributor of the Funds

Each Fund's investment adviser is AllianceBernstein L.P., 1345 Avenue of the Americas, New York, New York 10105. The investment adviser also provides certain administrative services to the Funds. ABIF's distributor is AllianceBernstein Investments, Inc., 1345 Avenue of the Americas, New York, New York 10105. SBF's distributor is Sanford C. Bernstein & Co., LLC, 1345 Avenue of the Americas, New York, New York 10105.

Other Matters

Management of each Fund does not know of any matters properly to be presented at the Meeting other than those mentioned in this Proxy Statement. If any other matters properly come before the Meeting, the shares represented by proxies will be voted with respect thereto in the discretion of the person or persons voting the proxies.

Submission of Proposals For Next Meeting of Stockholders

The Funds do not hold stockholder meetings annually. Any stockholder who wishes to submit a proposal to be included in a Fund's proxy statement and form of proxy card for a Fund's next meeting of stockholders should send the proposal to the Fund so as to be received within a reasonable time before the Fund begins to print and mail its proxy materials relating to such meeting (or in accordance with any advance notice in the Bylaws then in effect).

A stockholder who wishes (a) to submit a proposal at a stockholders meeting but does not want the proposal to appear in the Fund's proxy statement or proxy card, or (b) to submit a nomination for director at an annual meeting of stockholders, should consult the Fund's Bylaws for timing and informational requirements. The Bylaws of each Fund currently provide that, in any year in which an annual meeting of stockholders is to be held, to be timely, a stockholder's notice of a nomination or proposal shall set forth all information required under the Bylaws and shall be delivered to the Secretary of the Fund at the principal executive office of the Fund not earlier than the 150th day prior to the anniversary of the date of mailing of the notice for the preceding annual meeting nor later than 5:00 p.m., Eastern Time, on the 120th day prior to the anniversary of the date of mailing of the notice for the preceding annual meeting. In the event that the date of the annual meeting is advanced or delayed by more than 30 days from the anniversary of the date of the preceding annual meeting, notice by the stockholder to be timely must be delivered not earlier than the 150th day prior to the date of such annual meeting and not later than 5:00 p.m., Eastern Time, on the later of the 120th day prior to the date of such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made.

Reports to Stockholders

Each Fund will furnish each person to whom this Proxy Statement is delivered with a copy of its latest annual report to stockholders and its subsequent semi-annual report to stockholders, if any, upon request and without charge. To request a copy, please call AllianceBernstein Investments, Inc. at (800) 227-4618 or write to Kristine Antoja at AllianceBernstein L.P., 1345 Avenue of the Americas, New York, New York 10105.

By Order of the Boards of Directors,

Emilie D. Wrapp
Secretary

September 21, 2010
New York, New York

Appendix A—Outstanding Voting Shares

A list of the outstanding voting shares for each of the Funds as of the close of business on the Record Date is presented below. Each share is entitled to cast one vote at the meeting.

Fund Name	Number of Outstanding Shares
ABIF	99,862,830
SBF	69,743,861

Appendix B—Additional Information Regarding the Directors

Ownership in the Funds

It is the policy of the Boards of Directors of the Funds that each Independent Director will invest a minimum of \$250,000 in shares of investment companies in the AllianceBernstein Fund Complex within 12 months of becoming an Independent Director. The Directors do not own any shares of the Funds, however, as individuals are not allowed to purchase such shares.

The dollar range of the Funds' securities owned by each Director and Nominee and the aggregate dollar range of securities owned by each Director and Nominee in the AllianceBernstein Fund Complex are set forth below.

	Aggregate Dollar Range of Equity Securities in the Funds in the AllianceBernstein Fund Complex as of 9/2/2010
John H. Dobkin	Over \$100,000
Michael J. Downey	Over \$100,000
William H. Foulk, Jr.	Over \$100,000
D. James Guzy	Over \$100,000
Nancy P. Jacklin	Over \$100,000
Robert M. Keith	Over \$100,000
Garry L. Moody	Over \$100,000
Marshall C. Turner, Jr.	Over \$100,000
Earl D. Weiner	Over \$100,000

Compensation From the Funds

Neither of the Funds pays any fees to, or reimburses expenses of, any Director during a time when the Director is considered an “interested person” of the Fund. The aggregate compensation paid by a Fund to the Directors during the Fund’s respective fiscal year ended in 2009, the aggregate compensation paid to the Directors during calendar year 2009 by all of the investment companies in the AllianceBernstein Fund Complex, and the total number of investment companies in the AllianceBernstein Fund Complex as to which the Directors are a director or trustee and the number of investment portfolios as to which the Directors are directors or trustees, are set forth below. Neither the Funds nor any other investment company in the AllianceBernstein Fund Complex provides compensation in the form of pension or retirement benefits to any of its Directors or pays compensation to officers of the Funds.

Name of Director	Compensation from a Fund during its Fiscal Year ended in 2009	Compensation from the AllianceBernstein Fund Complex, including the Funds, during 2009	Number of Investment Companies in the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee	Number of Investment Portfolios within the AllianceBernstein Fund Complex, including the Funds, as to which the Director is a Director or Trustee
John H. Dobkin	ABIF: \$5,508 SBF: \$5,396	\$242,200	32	93
Michael J. Downey	ABIF: \$5,508 SBF: \$5,396	\$241,000	32	93
William H. Foulk, Jr.	ABIF: \$10,381 SBF: \$10,272	\$484,400	34	95
D. James Guzy	ABIF: \$5,508 SBF: \$5,396	\$241,000	32	93
Nancy P. Jacklin	ABIF: \$5,508 SBF: \$5,396	\$242,200	32	93
Garry L. Moody	ABIF: \$6,305 SBF: \$6,191	\$270,200	31	91
Marshall C. Turner, Jr.	ABIF: \$5,508 SBF: \$5,396	\$242,200	32	93
Earl D. Weiner	ABIF: \$5,927 SBF: \$5,815	\$260,200	32	93

Appendix C—Letter from Independent Registered Public Accounting Firm

September 15, 2010

Securities and Exchange Commission

Washington, D.C. 20549

Ladies and Gentlemen:

We were previously principal accountants for Sanford C. Bernstein Fund II, Inc. — Intermediate Duration Institutional Portfolio (“Intermediate Duration Portfolio”) and, under the date of November 25, 2009, we reported on the financial statements of the Intermediate Duration Portfolio as of and for the year ended September 30, 2009. On April 14, 2010, we were dismissed. We have read the statements included under the section titled “Approval of Independent Registered Public Accounting Firm by Board” within the Proxy Statement for the Intermediate Duration Portfolio dated September 21, 2010, and we agree with such statements, except that we are not in a position to agree or disagree with the statement that the Audit Committee of the Board of Sanford C. Bernstein Fund II, Inc. approved the dismissal of KPMG LLP as independent registered public accounting firm for Intermediate Duration Portfolio at a meeting held on March 24, 2010, and we are not in a position to agree or disagree with any of the statements regarding Ernst & Young LLP.

Very truly yours,

/s/ KPMG LLP

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