

This attachment contains the two most recent Senior Officer Fee Summaries for the 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 AB Bond Fund, Inc. (the "Fund") in respect of AB Bond Inflation Strategy (the "Strategy").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 this 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 Strategy 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;

¹ The Senior Officer's fee evaluation was completed on October 20, 2016 and discussed with the Board of Directors on November 1-3, 2016.

² Future references to the Fund or the Strategy do not include "AB."

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 Strategy grows larger; and
6. Nature and quality of the Adviser's services including the performance of the Strategy.

These factors, with the exception of the first factor, are generally referred to as the “*Gartenberg* factors,” which were articulated by the United States Court of Appeals for the Second Circuit in 1982. *Gartenberg v. Merrill Lynch Asset Management, Inc.*, 694 F. 2d 923 (2d Cir. 1982). On March 30, 2010, the Supreme Court held the *Gartenberg* decision was correct in its basic formulation of what Section 36(b) requires: to face liability under Section 36(b), “an investment adviser must charge a fee that is so disproportionately large that it bears no reasonable relationship to the services rendered and could not have been the product of arm’s length bargaining.” *Jones v. Harris Associates L.P.*, 130 S. Ct. 1418 (2010). In *Jones*, the Court stated the *Gartenberg* approach fully incorporates the correct understanding of fiduciary duty within the context of Section 36(b) and noted with approval that “*Gartenberg* insists that all relevant circumstances be taken into account” and “uses the range of fees that might result from arm’s length bargaining as the benchmark for reviewing challenged fees.”³

INVESTMENT ADVISORY FEES, NET ASSETS, EXPENSE CAPS & RATIOS

The Adviser proposed that the Strategy pay the advisory fee set forth in the table below for receiving the services to be provided pursuant to the Investment Advisory

³ *Jones v. Harris* at 1427.

Agreement. The fee schedule below, implemented in January 2004 in connection with 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.⁴

<u>Strategy</u>	<u>Category</u>	<u>Net Assets 9/30/16 (\$MM)</u>	<u>Advisory Fee Based on % of Average Daily Net Assets</u>
Bond Inflation Strategy	High Income	\$328.0	0.50% on 1 st \$2.5 billion 0.45% on next \$2.5 billion 0.40 % on the balance

The Adviser is reimbursed as specified in the Investment Advisory Agreement for certain clerical, legal, accounting, administrative and other services provided to the Strategy. During the Strategy's fiscal year ended October 31, 2015, the Adviser received \$49,296 (0.014% of the Strategy's average daily net assets) for providing such services.

The Adviser agreed to waive that portion of its advisory fees and/or reimburse the Strategy for that portion of the Strategy's total operating expenses to the degree necessary to limit the Strategy's expense ratios to the amounts set forth below for the Strategy's current fiscal year. The waiver is terminable by the Adviser upon at least 60 days' notice prior to the Strategy's prospectus update. In addition, set forth below are the Strategy's gross expense ratios for the most recent semi-annual period:⁵

⁴ Most of the AB Mutual Funds, which the Adviser manages, were affected by the Adviser's settlement with the NYAG.

⁵ Semi-annual total expense ratios are unaudited.

<u>Strategy</u>	<u>Expense Cap Pursuant to Expense Limitation Undertaking⁶</u>		<u>Gross Expense Ratio</u>	<u>Fiscal Year End</u>
Bond Inflation Strategy ⁷	Advisor	0.50%	0.95%	Oct. 31 (ratios as of Apr. 30, 2016)
	Class A	0.75%	1.22%	
	Class C	1.50%	1.96%	
	Class R	1.00%	1.59%	
	Class K	0.75%	1.16%	
	Class I	0.50%	0.83%	
	Class Z	0.60%	0.82%	
	Class 1	0.50%	0.72%	
	Class 2	0.50%	0.74%	

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 Strategy that are not provided to non-investment company clients 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 Strategy’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 Strategy are more costly than those for institutional client assets due to the greater complexities and time required for investment companies, although as previously noted, the Adviser is reimbursed for providing such services.

Also, retail mutual funds managed by the Adviser are widely held and accordingly,

⁶ The expense cap pursuant to the expense limitation undertaking for each Fund excludes interest expense.

⁷ Prior to February 1, 2016, the expense cap for Class A shares of the Fund was 0.80%.

servicing the Strategy's investors is more time consuming and labor intensive compared to servicing 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 that of a stable pool of assets, such as an institutional account with little cash movement in either direction, particularly if the Strategy 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 arguably 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, the Supreme Court has indicated consideration should be given to the advisory fees charged to institutional accounts with a similar investment style as the Strategy.⁸ In

⁸ The Supreme Court stated that "courts may give such comparisons the weight that they merit in light of the similarities and differences between the services that the clients in question require, but the courts must be wary of inapt comparisons." Among the significant differences the Supreme Court noted that may exist

addition to the AB Institutional fee schedule, set forth below is what would have been the effective advisory fee for the Strategy had the AB Institutional fee schedule been applicable to the Strategy versus the Strategy's advisory fees based on September 30, 2016 net assets.⁹

<u>Strategy</u>	<u>Net Assets 09/30/16 (\$MM)</u>	<u>AB Institutional Fee Schedule</u>	<u>Effective AB Inst. Adv. Fee</u>	<u>Strategy Advisory Fee</u>
Bond Inflation Strategy	\$328.0	TIPS Plus 0.50% on 1 st \$30 million 0.20% on the balance <i>Minimum Account Size: \$25 m</i>	0.227%	0.500%

The Adviser provides sub-advisory investment services to certain other investment companies managed by another fund family that have a somewhat similar investment style as the Strategy. Set forth below are the advisory fee schedules of such sub-advisory relationships, their effective fees and the Strategy's advisory fees based on the Strategy's assets as of September 30, 2016:¹⁰

<u>Strategy</u>	<u>Sub-advised Fund</u>	<u>Sub-advised Fund Fee Schedule</u>	<u>Sub-Advised Management Fund Effective Fee (%)</u>	<u>Fund Advisory Fee (%)</u>
Bond Inflation Strategy	Client #1	AB Sub-Advisory Fee Schedule: 0.15% of average daily net assets	0.150% (Fee to AB)	0.500%
	Client #2	AB Sub-Advisory Fee Schedule: 0.19% on the first \$100 million 0.16% on the balance	0.169% (Fee to AB)	0.500%

between services provided to mutual funds and institutional accounts are "higher marketing costs." *Jones v. Harris* at 1428.

⁹ 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.

¹⁰ The Supreme Court cautioned against accepting mutual fund fee comparisons without careful scrutiny since "these comparisons are problematic because these fees, like those challenged, may not be the product of negotiations conducted at arm's length." *Jones v. Harris* at 1429.

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 Strategy by the Adviser.

While it appears that the sub-advisory relationships are paying a lower fee than the Strategy, it is difficult to evaluate the relevance of such fees due to the differences in the services provided, risks involved, and other competitive factors between the Strategy and the sub-advisory relationships. There could be various business reasons why an investment adviser would be willing to provide a sub-advised relationship investment related services at a different fee level than an investment company it is sponsoring where the investment adviser is provided all the services, not just investment management service generally required by a registered investment company.

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

Broadridge Financial Solutions, Inc. (“Broadridge”), an analytical service that is not affiliated with the Adviser, compared the fees charged to the Strategy with fees charged to other investment companies for similar services offered by other investment advisers.^{11, 12} Broadridge’s analysis included the comparison of the Strategy’s contractual management fee, estimated at the approximate current asset level of the Strategy, to the

¹¹ On June 5, 2015, Broadridge acquired the Fiduciary Services and Competitive Intelligence unit, *i.e.*, the group responsible for providing the Strategy’s 15(c) reports, from Thomson Reuters’ Lipper division. The group that maintains Lipper’s expense and performance databases and investment classifications/objectives remains a part of Thomson Reuters’ Lipper division. Accordingly, the Strategy’s investment classification/objective continued to be determined by Lipper.

¹² Broadridge 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. There are limitations to Lipper expense category data because different funds categorize expenses differently.

median of the Strategy's Broadridge Expense Group ("EG") and the Strategy's contractual management fee ranking.¹³

Broadridge describes an EG as a representative sample of comparable funds. Broadridge's standard methodology for screening funds to be included in an EG entails the consideration of several fund criteria, including fund type, Lipper investment classification/objective, load type, 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.

<u>Strategy</u>	<u>Contractual Management Fee (%)</u>	<u>Broadridge EG Median (%)</u>	<u>Broadridge EG Rank</u>
Bond Inflation Strategy	0.500	0.500	7/13

Broadridge also compared the Strategy's total expense ratio to the medians of the Strategy's EG and Broadridge Expense Universe ("EU"). The EU is a broader group compared to the EG, consisting of all funds that have the same Lipper investment classification/objective and load type as the subject Strategy.¹⁴ Pro-forma total expense ratio (*italicized*) is shown to reflect the Strategy's 12b-1 fee reduction, effective February 1, 2016.

¹³ The contractual management fee is calculated by Broadridge using the Strategy's contractual management fee rate at the hypothetical asset level. The hypothetical asset level is based on the combined net assets of all classes of the Strategy, rounded up to the next \$25 million. Broadridge's total expense ratio information is based on the most recent annual report except as otherwise noted. A ranking of "1" would mean that Strategy had the lowest fee rate in the Broadridge peer group.

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

<u>Strategy</u>	Total Expense Ratio (%) ¹⁵	Broadridge EG Median (%)	Broadridge EG Rank	Broadridge EU Median (%)	Broadridge EU Rank
Bond Inflation Strategy	0.800	0.800	7/13	0.800	10/20
<i>Pro-forma (12b-1 fee)</i>	<i>0.750</i>	<i>0.800</i>	<i>3/13</i>	<i>0.800</i>	<i>5/20</i>

Based on this analysis, considering pro-forma information, the Strategy has a more favorable ranking on a total expense ratio basis than on a contractual management fee 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 Strategy. The Senior Officer has retained an independent 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 profitability information for the Strategy, prepared by the Adviser for the Board of Directors, was reviewed by the Senior Officer and the independent consultant. The Adviser's profitability from providing investment advisory services to the Strategy decreased during calendar year 2015, relative to 2014.

¹⁵ The total expense ratios shown are for the Funds' Class A shares.

In addition to the Adviser's direct profits from managing the Strategy, certain of the Adviser's affiliates have business relationships with the Strategy and may earn a profit from providing other services to the Strategy. 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 Strategy 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' charges and services are competitive. These affiliates provide transfer agent and distribution related services to the Strategy and receive transfer agent fees, front-end sales loads, Rule 12b-1 payments and contingent deferred sales charges ("CDSC"). During the Strategy's most recently completed fiscal year, ABI received from the Strategy \$233, \$354,329 and \$261 in front-end sales charges, Rule 12b-1 and CDSC fees, respectively.¹⁶

AllianceBernstein Investments, Inc. ("ABI"), an affiliate of the Adviser, is the Strategy's principal underwriter. ABI and the Adviser have disclosed in the Strategy's prospectus that they may make revenue sharing payments from their own resources, in addition to revenues derived from sales loads and Rule 12b-1 fees, to firms that sell shares of the Strategy. In 2015, ABI paid approximately 0.05% of the average monthly assets of the AB Mutual Funds or approximately \$20.0 million for distribution services and educational support (revenue sharing payments).

Fees and reimbursements for out of pocket expenses charged by AllianceBernstein Investor Services, Inc. ("ABIS"), the affiliated transfer agent for the

¹⁶ As a result of discussions between the Board and the Adviser, ABI reduced the Strategy's Class A distribution service fee payment rate from 0.30% to 0.25% on February 1, 2016.

Strategy, are charged on a per account basis, based on the level of service provided and the class of share held by the account. ABIS also receives a fee per shareholder sub-account for each account maintained by an intermediary on an omnibus basis. During the Strategy's most recently completed fiscal year, ABIS received \$96,225 in fees from the Strategy.

V. POSSIBLE ECONOMIES OF SCALE

The Adviser has indicated that economies of scale are being shared with shareholders through pricing to scale, breakpoints, fee reductions/waivers and enhancement to services.

In May 2012, an independent consultant, retained by the Senior Officer, provided the Board of Directors information on the Adviser's firm-wide average costs from 2005 through 2011 and the potential economies of scale. The independent consultant noted that from 2005 through 2007 the Adviser experienced significant growth in assets under management ("AUM"). During this period, operating expenses increased, in part to keep up with growth, and in part reflecting market returns. However, from 2008 through the first quarter of 2009, AUM rapidly and significantly decreased due to declines in market value and client withdrawals. When AUM rapidly decreased, some operating expenses categories, including base compensation and office space, adjusted more slowly during this period, resulting in an increase in average costs. Since 2009, AUM has experienced less significant changes. The independent consultant noted that changes in operating expenses reflect changes in business composition and business practices in response to changes in financial markets. Finally, the independent consultant concluded that the increase in average cost and the decline in net operating margin across the Adviser since

late 2008 are inconsistent with the view that there are currently reductions in average costs due to economies of scale that can be shared with the AllianceBernstein Mutual Funds managed by the Adviser through lower fees.

Previously, in February 2008, the independent consultant provided the Board of Directors an update of the Deli¹⁷ study on advisory fees and various fund characteristics.¹⁸ The independent consultant first reiterated the results of his previous two dimensional comparison analysis (fund size and family size) with the Board of Directors.¹⁹ 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 AUM, family AUM, index fund indicator and investment style. The independent consultant also compared the advisory fees of the AB Mutual Funds to similar funds managed by 19 other large asset managers, regardless of the fund size and each Adviser's proportion of mutual fund assets to non-mutual fund assets.

¹⁷ The Deli study, originally published in 2002 based on 1997 data and updated for the February 2008 Presentation, may be of diminished value due to the age of the data used in the presentation and the changes experienced in the industry over the last four years. Source: Deli, Daniel N. "Mutual Fund Advisory Contracts: An Empirical Investigation." *Journal of Finance*, 57(1): 109-133 (2002).

¹⁸ The Supreme Court cautioned against accepting mutual fund fee comparisons without careful scrutiny since the fees may not be the product of negotiations conducted at arm's length. See *Jones V. Harris* at 1429.

¹⁹ 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.

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

With assets under management of approximately \$490 billion as of September 30, 2016, the Adviser has the investment experience to manage and provide non-investment services (described in Section I) to the Strategy.

The information below shows the 1, 3, and 5 year performance return and rankings of the Strategy²⁰ relative to its Broadridge Performance Group ("PG") and Broadridge Performance Universe ("PU") for the periods ended July 31, 2016.²¹

<u>Strategy</u>	<u>Strategy Return (%)</u>	<u>PG Median (%)</u>	<u>PU Median (%)</u>	<u>PG Rank</u>	<u>PU Rank</u>
Bond Inflation Strategy					
1 year	4.86	4.12	3.66	2/13	3/32
3 year	1.74	1.73	1.41	6/12	8/28
5 year	1.29	1.27	1.22	5/10	9/25

Set forth below are the 1, 3, and 5 year and since inception net performance returns of the Strategy (in bold)²² versus its benchmark.²³ Strategy and benchmark volatility and reward-to-variability ratio ("Sharpe Ratio") information is also shown.²⁴

²⁰ The performance returns and rankings are for the Class A shares of the Strategy. The performance returns of the Strategy were provided Broadridge.

²¹ The current Lipper investment classification/objective dictates the PG and PU throughout the life of the Strategy even if the Strategy may have had a different investment classification/objective at different points in time.

²² The performance returns and risk measures shown in the table are for the Class A shares of the Strategy.

²³ The Adviser provided Strategy and benchmark performance return information for the periods through July 31, 2016.

²⁴ Strategy and benchmark 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 fund's return in excess of the riskless return by the fund's standard deviation. A strategy with a greater volatility would be viewed as more risky than a strategy with equivalent performance but lower volatility; for that reason, a greater return would be demanded for the more risky fund. A strategy with a higher Sharpe Ratio would be viewed as better performing than a strategy with a lower Sharpe Ratio.

Period Ending July 31, 2016
Annualized Net Performance

	1 Year (%)	3 Year (%)	5 Year (%)	Since Inception (%)	Volatility (%)	Sharpe (%)	Risk Period (Year)
Bond Inflation Strategy	4.86	1.74	1.29	2.83	3.91	0.32	5
Bloomberg Barclays 1-10yr TIPS Index	3.76	1.42	1.13	2.63	3.47	0.31	5
<i>Inception Date: January 6, 2010</i>							

CONCLUSION:

Based on the factors discussed above the Senior Officer's conclusion is that the proposed advisory fee for the Strategy 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 Strategy is based on an evaluation of all of these factors and no single factor was dispositive.

Dated: November 18, 2016

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The following is a summary of the evaluation of the Investment Advisory Agreement between AllianceBernstein L.P. (the "Adviser") and AB Bond Fund, Inc. (the "Fund") in respect of AB Bond Inflation Strategy (the "Strategy").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 this 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 Strategy 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;

¹ The Senior Officer's fee evaluation was completed on October 22, 2015 and discussed with the Board of Directors on November 3-5, 2015.

² Future references to the Fund or the Strategy do not include "AB."

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 Strategy grows larger; and
6. Nature and quality of the Adviser's services including the performance of the Strategy.

These factors, with the exception of the first factor, are generally referred to as the “*Gartenberg* factors,” which were articulated by the United States Court of Appeals for the Second Circuit in 1982. *Gartenberg v. Merrill Lynch Asset Management, Inc.*, 694 F. 2d 923 (2d Cir. 1982). On March 30, 2010, the Supreme Court held the *Gartenberg* decision was correct in its basic formulation of what Section 36(b) requires: to face liability under Section 36(b), “an investment adviser must charge a fee that is so disproportionately large that it bears no reasonable relationship to the services rendered and could not have been the product of arm’s length bargaining.” *Jones v. Harris Associates L.P.*, 130 S. Ct. 1418 (2010). In *Jones*, the Court stated the *Gartenberg* approach fully incorporates the correct understanding of fiduciary duty within the context of Section 36(b) and noted with approval that “*Gartenberg* insists that all relevant circumstances be taken into account” and “uses the range of fees that might result from arm’s length bargaining as the benchmark for reviewing challenged fees.”³

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Agreement. The fee schedule below, implemented in January 2004 in connection with 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.⁴

<u>Strategy</u>	<u>Category</u>	<u>Net Assets 9/30/15 (\$MM)</u>	<u>Advisory Fee Based on % of Average Daily Net Assets</u>
Bond Inflation Strategy	High Income	\$339.5	0.50% on 1 st \$2.5 billion 0.45% on next \$2.5 billion 0.40 % on the balance

The Adviser is reimbursed as specified in the Investment Advisory Agreement for certain clerical, legal, accounting, administrative and other services provided to the Strategy. During the Strategy's fiscal year ended October 31, 2014, the Adviser received \$51,054 (0.012% of the Strategy's average daily net assets) for providing such services.

The Adviser agreed to waive that portion of its advisory fees and/or reimburse the Strategy for that portion of the Strategy's total operating expenses to the degree necessary to limit the Strategy's expense ratios to the amounts set forth below for the Strategy's current fiscal year. The waiver is terminable by the Adviser upon at least 60 days' notice prior to the Strategy's prospectus update. In addition, set forth below are the Strategy's gross expense ratios for the most recent semi-annual period:⁵

⁴ Most of the AB Mutual Funds, which the Adviser manages, were affected by the Adviser's settlement with the NYAG.

⁵ Semi-annual total expense ratios are unaudited.

		Expense Cap Pursuant to Expense Limitation Undertaking ⁶		Gross Expense Ratio ⁷	Fiscal Year End
<u>Strategy</u>		<u>Current</u>	<u>Effective 02/01/16</u>		
Bond Inflation Strategy ^{8, 9}	Advisor	0.50%	0.50%	0.96%	Oct. 31
	Class A	0.80%	0.75%	1.26%	(ratios as of
	Class C	1.50%	1.50%	1.97%	Apr. 30,
	Class R	1.00%	1.00%	1.45%	2015)
	Class K	0.75%	0.75%	1.08%	
	Class I	0.50%	0.50%	0.68%	
	Class Z ¹⁰	0.50%	0.50%	0.80%	
	Class 1	0.60%	0.60%	0.80%	
	Class 2	0.50%	0.50%	0.70%	

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⁶ The expense cap pursuant to the expense limitation undertaking for the Strategy excludes interest expense.

⁷ Annualized.

⁸ The Rule 12b-1 fee for Class A shares will be reduced from 0.30% to 0.25%, effective on February 1, 2016. The expense cap for Class A shares will be reduced from 0.80% to 0.75%.

⁹ The Strategy’s expense ratios exclude interest expense of 0.06% for Advisor Class, Class A, Class C, Class R, Class K, Class I, Class 1, and Class 2 shares, and 0.07% for Class Z shares.

¹⁰ Class Z shares commenced on December 11, 2014.

client assets due to the greater complexities and time required for investment companies, although as previously noted, the Adviser is reimbursed for providing such services. Also, retail mutual funds managed by the Adviser are widely held and accordingly, servicing the Strategy's investors is more time consuming and labor intensive compared to servicing 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 that of a stable pool of assets, such as an institutional account with little cash movement in either direction, particularly if the Strategy 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 arguably 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, the Supreme Court has indicated consideration should be given to the advisory

fees charged to institutional accounts with a similar investment style as the Strategy.¹¹ In addition to the AB Institutional fee schedule, set forth below is what would have been the effective advisory fee for the Strategy had the AB Institutional fee schedule been applicable to the Strategy versus the Strategy's advisory fees based on September 30, 2015 net assets.¹²

<u>Strategy</u>	<u>Net Assets 09/30/15 (\$MM)</u>	<u>AB Institutional Fee Schedule</u>	<u>Effective AB Inst. Adv. Fee</u>	<u>Strategy Advisory Fee</u>
Bond Inflation Strategy	\$339.5	TIPS Plus 0.50% on 1 st \$30 million 0.20% on the balance <i>Minimum Account Size: \$25 m</i>	0.227%	0.500%

The Adviser provides sub-advisory investment services to certain other investment companies managed by another fund family that have a somewhat similar investment style as the Strategy. Set forth below are the advisory fee schedules of such sub-advisory relationships, their effective fees and the Strategy's advisory fees based on the Strategy's assets as of September 30, 2015:¹³

¹¹ The Supreme Court stated that "courts may give such comparisons the weight that they merit in light of the similarities and differences between the services that the clients in question require, but the courts must be wary of inapt comparisons." Among the significant differences the Supreme Court noted that may exist between services provided to mutual funds and institutional accounts are "higher marketing costs." *Jones v. Harris* at 1428.

¹² 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.

¹³ The Supreme Court cautioned against accepting mutual fund fee comparisons without careful scrutiny since "these comparisons are problematic because these fees, like those challenged, may not be the product of negotiations conducted at arm's length." *Jones v. Harris* at 1429.

<u>Strategy</u>	<u>Sub-advised Fund</u>	<u>Sub-advised Fund Fee Schedule</u>	<u>Sub-Advised Management Fund Effective Fee (%)</u>	<u>Fund Advisory Fee (%)</u>
Bond Inflation Strategy ¹⁴	Client #1	AB Sub-Advisory Fee Schedule: 0.15% of average daily net assets	0.150% (Fee to AB)	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 Strategy by the Adviser.

While it appears that the sub-advisory relationship is paying a lower fee than the Strategy, it is difficult to evaluate the relevance of such fees due to the differences in the services provided, risks involved, and other competitive factors between the Strategy and the sub-advisory relationship. There could be various business reasons why an investment adviser would be willing to provide a sub-advised relationship investment related services at a different fee level than an investment company it is sponsoring where the investment adviser is provided all the services, not just investment management service generally required by a registered investment company.

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

Broadridge Financial Solutions, Inc. (“Broadridge”), an analytical service that is not affiliated with the Adviser, compared the fees charged to the Strategy with fees charged to other investment companies for similar services offered by other investment

¹⁴ It should be noted that the advisory fee paid by the shareholders of the sub-advisory relationship is higher than the fee charged to the Strategy.

advisers.^{15, 16} Broadridge’s analysis included the comparison of the Strategy’s contractual management fee, estimated at the approximate current asset level of the Strategy, to the median of the Strategy’s Broadridge Expense Group (“EG”) and the Strategy’s contractual management fee ranking.¹⁷

Broadridge describes an EG as a representative sample of comparable funds. Broadridge’s standard methodology for screening funds to be included in an EG entails the consideration of several fund criteria, including fund type, Lipper investment classification/objective, load type, 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.

<u>Strategy</u>	<u>Contractual Management Fee (%)</u>	<u>Broadridge EG Median (%)</u>	<u>Broadridge EG Rank</u>
Bond Inflation Strategy	0.500	0.416	9/12

Broadridge also compared the Strategy’s total expense ratio to the medians of the Strategy’s EG and Broadridge Expense Universe (“EU”). The EU is a broader group compared to the EG, consisting of all funds that have the same Lipper investment

¹⁵ On June 5, 2015, Broadridge acquired the Fiduciary Services and Competitive Intelligence unit, *i.e.*, the group responsible for providing the Strategy’s 15(c) reports, from Thomson Reuters’ Lipper division. The group that maintains Lipper’s expense and performance databases and investment classifications/objectives remains a part of Thomson Reuters’ Lipper division. Accordingly, the Strategy’s investment classification/objective continued to be determined by Lipper.

¹⁶ Broadridge 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. There are limitations to Lipper expense category data because different funds categorize expenses differently.

¹⁷ The contractual management fee is calculated by Broadridge using the Strategy’s contractual management fee rate at the hypothetical asset level. The hypothetical asset level is based on the combined net assets of all classes of the Strategy, rounded up to the next \$25 million. Broadridge’s total expense ratio information is based on the most recent annual report except as otherwise noted. A ranking of “1” would mean that Strategy had the lowest fee rate in the Broadridge peer group.

classification/objective and load type as the subject Strategy.¹⁸ Pro-forma total expense ratio (*italicized*) is shown to reflect the Strategy's anticipated 12b-1 fee reduction.

<u>Strategy</u>	Total Expense Ratio (%) ¹⁹	Broadridge EG Median (%)	Broadridge EG Rank	Broadridge EU Median (%)	Broadridge EU Rank
Bond Inflation Strategy	0.790	0.813	6/12	0.813	9/22
<i>Pro-forma</i>	<i>0.740</i>	<i>0.813</i>	<i>4/12</i>	<i>0.813</i>	<i>4/22</i>

Based on this analysis, considering pro-forma information where available, the Strategy has a more favorable ranking on a total expense ratio basis than on a management fee 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 Strategy. The Senior Officer has retained an independent 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.

¹⁸ Except for asset (size) comparability, Broadridge uses the same criteria for selecting an EG when selecting an EU. Unlike the EG, the EU allows for the same adviser to be represented by more than just one fund.

¹⁹ Most recently completed fiscal year Class A share total expense ratio. The total expense ratio information provided by Broadridge was estimated by Lipper, and there may be a slight difference compared to the Adviser's total expense ratio due to rounding.

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

The profitability information for the Strategy, prepared by the Adviser for the Board of Directors, was reviewed by the Senior Officer and the independent consultant. The Adviser's profitability from providing investment advisory services to the Strategy increased during calendar year 2014, relative to 2013.

In addition to the Adviser's direct profits from managing the Strategy, certain of the Adviser's affiliates have business relationships with the Strategy and may earn a profit from providing other services to the Strategy. 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 Strategy 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' charges and services are competitive. These affiliates provide transfer agent and distribution related services to the Strategy and receive transfer agent fees, front-end sales loads, Rule 12b-1 payments and contingent deferred sales charges ("CDSC"). During the Strategy's most recently completed fiscal year, ABI received from the Strategy \$601, \$438,801 and \$319 in front-end sales charges, Rule 12b-1 and CDSC fees, respectively.²⁰

AllianceBernstein Investments, Inc. ("ABI"), an affiliate of the Adviser, is the Strategy's principal underwriter. ABI and the Adviser have disclosed in the Strategy's prospectus that they may make revenue sharing payments from their own resources, in

²⁰ As a result of discussions between the Board and the Adviser, ABI will reduce the Strategy's Class A distribution service fee payment rate from 0.30% to 0.25% effective on February 1, 2016.

addition to revenues derived from sales loads and Rule 12b-1 fees, to firms that sell shares of the Strategy. In 2014, ABI paid approximately 0.05% of the average monthly assets of the AB Mutual Funds or approximately \$20.4 million for distribution services and educational support (revenue sharing payments).

Fees and reimbursements for out of pocket expenses charged by AllianceBernstein Investor Services, Inc. (“ABIS”), the affiliated transfer agent for the Strategy, are charged on a per account basis, based on the level of service provided and the class of share held by the account. ABIS also receives a fee per shareholder sub-account for each account maintained by an intermediary on an omnibus basis. During the Strategy’s most recently completed fiscal year, ABIS received \$74,080 in fees from the Strategy.

V. POSSIBLE ECONOMIES OF SCALE

The Adviser has indicated that economies of scale are being shared with shareholders through pricing to scale, breakpoints, fee reductions/waivers and enhancement to services.

In May 2012, an independent consultant, retained by the Senior Officer, provided the Board of Directors information on the Adviser’s firm-wide average costs from 2005 through 2011 and the potential economies of scale. The independent consultant noted that from 2005 through 2007 the Adviser experienced significant growth in assets under management (“AUM”). During this period, operating expenses increased, in part to keep up with growth, and in part reflecting market returns. However, from 2008 through the first quarter of 2009, AUM rapidly and significantly decreased due to declines in market value and client withdrawals. When AUM rapidly decreased, some operating expenses

categories, including base compensation and office space, adjusted more slowly during this period, resulting in an increase in average costs. Since 2009, AUM has experienced less significant changes. The independent consultant noted that changes in operating expenses reflect changes in business composition and business practices in response to changes in financial markets. Finally, the independent consultant concluded that the increase in average cost and the decline in net operating margin across the Adviser since late 2008 are inconsistent with the view that there are currently reductions in average costs due to economies of scale that can be shared with the AllianceBernstein Mutual Funds managed by the Adviser through lower fees.

Previously, in February 2008, the independent consultant provided the Board of Directors an update of the Deli²¹ study on advisory fees and various fund characteristics.²² The independent consultant first reiterated the results of his previous two dimensional comparison analysis (fund size and family size) with the Board of Directors.²³ 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 AUM, family AUM, index fund indicator and investment style. The independent consultant also compared the advisory

²¹ The Deli study, originally published in 2002 based on 1997 data and updated for the February 2008 Presentation, may be of diminished value due to the age of the data used in the presentation and the changes experienced in the industry since 2008.

²² The Supreme Court cautioned against accepting mutual fund fee comparisons without careful scrutiny since the fees may not be the product of negotiations conducted at arm's length. See *Jones V. Harris* at 1429.

²³ 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.

fees of the AB Mutual Funds to similar funds managed by 19 other large asset managers, regardless of the fund size and each Adviser'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 \$463 billion as of September 30, 2015, the Adviser has the investment experience to manage and provide non-investment services (described in Section I) to the Strategy.

The information below shows the 1 and 3 year performance return and rankings of the Strategy ²⁴ relative to its Broadridge Performance Group ("PG") and Broadridge Performance Universe ("PU") ²⁵ for the periods ended July 31, 2015. ²⁶

<u>Strategy</u>	<u>Strategy Return (%)</u>	<u>PG Median (%)</u>	<u>PU Median (%)</u>	<u>PG Rank</u>	<u>PU Rank</u>
Bond Inflation Strategy					
1 year	-2.65	-2.60	-2.55	7/12	19/31
3 year	-0.88	-1.80	-1.80	2/10	5/26
5 year	2.24	2.55	2.49	6/9	15/23

Set forth below are the 1, 3, and 5 year and since inception net performance returns of the Strategy (in bold) ²⁷ versus its benchmark. ²⁸ Strategy and benchmark volatility and reward-to-variability ratio ("Sharpe Ratio") information is also shown. ²⁹

²⁴ The performance returns and rankings are for the Class A shares of the Strategy. The performance returns of the Strategy were provided Broadridge.

²⁵ The Strategy's PG is identical to the Strategy's EG. The Strategy's PU is not identical to the Strategy's EU as the criteria for including/excluding a strategy in/from a PU are somewhat different from that of an EU.

²⁶ The current Lipper investment classification/objective dictates the PG and PU throughout the life of the Strategy even if the Strategy may have had a different investment classification/objective at different points in time.

²⁷ The performance returns and risk measures shown in the table are for the Class A shares of the Strategy.

Period Ending July 31, 2015
Annualized Net Performance

	1 Year (%)	3 Year (%)	5 Year (%)	Since Inception (%)	Volatility (%)	Sharpe (%)	Risk Period (Year)
Bond Inflation Strategy	-2.65	-0.88	2.24	2.47	4.03	0.55	5
Barclays 1-10yr TIPS Index	-1.80	-0.92	2.25	2.43	3.68	0.60	5
<i>Inception Date: January 6, 2010</i>							

CONCLUSION:

Based on the factors discussed above the Senior Officer's conclusion is that the proposed advisory fee for the Strategy 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 Strategy is based on an evaluation of all of these factors and no single factor was dispositive.

Dated: November 25, 2015

²⁸ The Adviser provided Strategy and benchmark performance return information for the periods through July 31, 2015.

²⁹ Strategy and benchmark 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 fund's return in excess of the riskless return by the fund's standard deviation. A strategy with a greater volatility would be viewed as more risky than a strategy with equivalent performance but lower volatility; for that reason, a greater return would be demanded for the more risky fund. A strategy with a higher Sharpe Ratio would be viewed as better performing than a strategy with a lower Sharpe Ratio.