UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
TRADING AND MARKETS

June 9, 2009

Mr. Mark D. Fitterman
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., NW
Washington, DC 20004-2541

Re: **No-Action Request of Sanford C. Bernstein & Co., LLC**

Dear Mr. Fitterman:

We have received your letter of April 9, 2009 on behalf of Sanford C. Bernstein & Co., LLC ("Bernstein") in which you request assurance that the Division of Trading & Markets ("Division") will not recommend enforcement action against Bernstein with respect to certain possession and control requirements for uncertificated securities.

I understand the following facts to be pertinent to Bernstein's request. The request pertains to certain uncertificated interests of Delaware Business Trusts ("DBTs") and Cayman Islands domiciled corporate entities ("Hedge Funds"). These uncertificated interests consist of uncertificated "units" (the "Uncertificated Units") of DBTs and uncertificated shares (the "Uncertificated Shares") of Hedge Funds relating to the collective investment vehicles listed on Schedule A of your letter of April 9, 2009. Neither the Uncertificated Units nor the Uncertificated Shares are registered with the Securities and Exchange Commission ("Commission") under the Securities Act of 1933 ("Securities Act"). Bernstein carries the Uncertificated Units and the Uncertificated Shares on its books and records for the relevant customer's IRA account. In the case of the DBTs, Bernstein will notify The Northern Trust Company ("Northern Trust"), as custodial trustee, that it should register customer positions in the DBTs in Bernstein's name for the benefit of the relevant customers. In the case of the Hedge Funds, Bernstein will notify HSBC Trustee (Cayman) Island Limited ("HSBC (Cayman) Trustee") and State Street Cayman Trust Company Ltd ("State Street Cayman Trustee"), as applicable, that they should register customer positions in the Hedge Fund in Bernstein's name for the benefit of the relevant customers.

Your letter pertains to the treatment of Northern Trust, HSBC (Cayman) Trustee or State Street Cayman Trustee, as the case may be, as good control locations for the funds listed on Schedule A to your letter of April 9, 2009 for purposes of paragraph (c)(7) of Rule 15c3-3 (17 CFR 240.15c3-3) ("Rule 15c3-3") under the Securities Exchange Act

of 1934 ("Exchange Act"). As you note in your letter, fully paid and excess margin securities carried by a broker-dealer for the account of a customer must be in the broker-dealer's "physical possession or control" pursuant to paragraph (b) of Rule 15c3-3.

It is the position of the Division that uncertificated securities will be deemed to be "under the control of a broker or dealer" pursuant to paragraph (c) of Rule 15c3-3, and the Division will not recommend enforcement action to the Commission, provided that the entity maintaining the list registering customer positions in such uncertificated securities meets any of the criteria of subparagraphs (1) through (6) of paragraph (c).[1]

It appears that Northern Trust may be a bank (as defined in Section 3(a)(6) of the Exchange Act), in which case the Uncertificated Units would be deemed to be under the control of a broker or dealer pursuant to paragraph (c)(5) of Rule 15c3-3. If Bernstein determines that Northern Trust is a bank, a consideration of whether Northern Trust is a good control location for purposes of paragraph (c)(7) of Rule 15c3-3 is unnecessary.

Based on the foregoing facts and representations, the Division will not recommend enforcement action to the Commission if Bernstein treats HSBC (Cayman) Trustee or State Street Cayman Trustee, as the case may be, as good control locations for the funds listed on Schedule A to your letter of April 9, 2009 for purposes of Rule 15c3-3(c)(7) under the Exchange Act, provided that:

(a) Bernstein will carry the Uncertificated Shares "long" in customers' accounts;

(b) Bernstein will reflect separately for the securities of each Hedge Fund all positions in its securities records or ledgers maintained pursuant to Rule 17a-3 under the Exchange Act (17 CFR 240.17a-3);

(c) Bernstein does not become aware of any substantial problems of an operational nature which HSBC (Cayman) Trustee or State Street Cayman Trustee may be experiencing and which may endanger the interests of the customers;

(d) Bernstein will obtain written assurances that the Uncertificated Shares are not subject to any right, charge, security interest, lien, or claim of any kind in favor of HSBC (Cayman) Trustee or State Street Cayman Trustee or any person claiming through HSBC (Cayman) Trustee or State Street Cayman Trustee;

(e) The Uncertificated Shares are either registered with the Commission pursuant to the Securities Act, exempt from registration, or not required to be registered; and

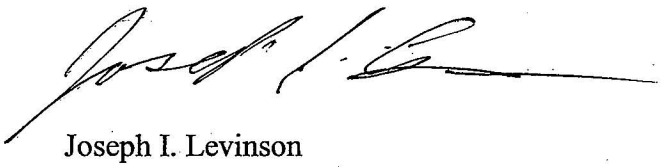
---

[1] Pursuant to paragraph (c)(4) of Rule 15c3-3, a broker-dealer wishing to use a "foreign depository, foreign clearing agency or foreign custodian bank" entity to maintain a list registering customer positions in uncertificated securities must apply to the Commission for approval as a foreign control location in order to meet the requirements of the rule. *See* Securities Exchange Act Release No. 10429 (October 12, 1973).

(f) Bernstein will maintain in a separate file a current list of all collective investment vehicles of which interests will be carried on its books and records subject to the terms and conditions set forth above. The list will contain the name of the contact person, telephone number, and address for each collective investment vehicle.

You should understand that this is a staff position with respect to enforcement only, and does not purport to state any legal conclusions on this matter. The Division's position is confined to the facts as described herein. Any material change in circumstances may warrant a different conclusion and should be brought immediately to the Division's attention.

Sincerely,



Joseph I. Levinson
Special Counsel

Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, DC 20004
Tel: 202.739.3000
Fax: 202.739.3001
www.morganlewis.com

Morgan Lewis
COUNSELORS AT LAW

**Mark D. Fitterman**
Partner
202.739.5019
mfitterman@MorganLewis.com

April 9, 2009

**VIA FACSIMILE AND MAIL**

Mr. Michael Macchiaroli
Associate Director
Division of Trading & Markets
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Re: Application for Control Location for Certain Uncertificated Securities Pursuant to Subparagraph (c)(7) of Rule 15c3-3

Dear Mr. Macchairoli:

On behalf of our client Sanford C. Bernstein & Co., LLC ("Bernstein"), a registered broker-dealer, we request that the Division of Trading & Markets advise us that, on the basis of the facts stated herein, it will not recommend that the Securities and Exchange Commission ("Commission") take enforcement action against Bernstein if it carries on its books and records, for the account of customers, certain uncertificated interests of Delaware Business Trusts and Cayman Islands domiciled corporate entities (the "Uncertificated Securities") and treats the registrar and transfer agents of the Uncertificated Securities as good control locations for purposes of Rule 15c3-3(c)(7) under the Securities Exchange Act of 1934 ("Exchange Act").

The Uncertificated Securities consist of uncertificated "units" of Delaware Business Trusts (the "DBTs") and uncertificated shares of Cayman Islands exempted corporations (the "Hedge Funds") relating to the collective investment vehicles listed on Schedule A attached hereto. The Uncertificated Securities are not registered with the Commission under the Securities Act of 1933 ("Securities Act"). In each case, Bernstein carries the Uncertificated Securities on its books and records for the relevant customer's IRA account. In the case of the DBTs, Bernstein will notify The Northern Trust Company ("Northern Trust"), as custodial trustee, that it should register customer positions in the DBTs in Bernstein's name for the benefit of the relevant customers. In the case of the Hedge Funds, Bernstein will notify HSBC Trustee (Cayman) Island Limited ("HSBC Trustee") and State Street Cayman Trust Company Ltd ("State Street"),

(d) Bernstein will obtain written assurances that the Uncertificated Securities are not subject to any right, charge, security interest, lien, or claim of any kind in favor of Northern Trust, HSBC Trustee, or State Street or any person claiming through Northern Trust, HSBC Trustee, or State Street;[3]

(e) The Uncertificated Securities are either registered with the Commission pursuant to the Securities Act, exempt from registration, or not required to be registered; and

(f) Bernstein will maintain in a separate file a current list of all collective investment vehicles of which interests will be carried on its books and records subject to the terms and conditions set forth above. The list will contain the name of the contact person, telephone number, and address for each collective investment vehicle.

Thank you for your assistance in this matter If you have any questions or seek any additional information regarding this request, please feel free to call me at 202.739.5019.

Sincerely,

Mark D. Fitterman

cc: Thomas McGowan
Joseph Levinson
Cathleen Shine

[3] Bernstein has, in fact, obtained such a letter from HSBC Trustee. See attached Letter from HSBC Trustee (Cayman) Limited, dated December 20, 2007.

| SECURITY NAME | TYPE | REGISTRAR AND TRANSFER AGENT |
|---|---|---|
| | | |
| ALLIANCE INSTITUTIONAL FUNDS (VARIOUS) | DBT | NORTHERN TRUST |
| BERNSTEIN GLOBAL STRATEGIC VALUE-DBT | DBT | NORTHERN TRUST |
| EMERGING MARKETS VALUE-DBT | DBT | NORTHERN TRUST |
| AB INTL ALL COUNTRY STYLE BLEND-DBT | DBT | NORTHERN TRUST |
| BERNSTEIN INTL VALUE ALL COUNTRY-DBT | DBT | NORTHERN TRUST |
| BERNSTEIN TAX MGD GLOBAL STYLE BLEND SER-DBT | DBT | NORTHERN TRUST |
| BERNSTEIN GLOBAL STYLE BLEND SERIES-DBT | DBT | NORTHERN TRUST |
| BERNSTEIN TAX-MGD GLOBAL STYLE BLEND SER-DBT | DBT | NORTHERN TRUST |
| AB GLOBAL STRAT VALUE EXT SER | DBT | NORTHERN TRUST |
| EMERGING MARKET-DBT | DBT | NORTHERN TRUST |
| TAFT-HARTLEY INTL VALUE-DBT | DBT | NORTHERN TRUST |
| GLOBAL VALUE SECTOR-DBT | DBT | NORTHERN TRUST |
| TAX-MANAGED INT'L BLEND-DBT | DBT | NORTHERN TRUST |
| TAX-MANAGED INTL VALUE-DBT | DBT | NORTHERN TRUST |
| INTL VALUE EAFE GDP 1/2 HEDGED-DBT | DBT | NORTHERN TRUST |
| INTL VALUE EAFE CAP UNHEDGED-DBT | DBT | NORTHERN TRUST |
| BERNSTEIN INTL VALUE-DBT | DBT | NORTHERN TRUST |
| AB TAFT-HARTLEY INTL GROWTH SERIES-DBT | DBT | NORTHERN TRUST |
| AB TAFT-HARTLEY INTL VALUE SERIES-DBT | DBT | NORTHERN TRUST |
| AB-GLOBAL FUNDS | DBT | NORTHERN TRUST |
| AB INTL RESEARCH GR SER-DBT | DBT | NORTHERN TRUST |
| AB TAX MANAGED GSV EXT SER | DBT | NORTHERN TRUST |
| ADVANCED VALUE OFFSHORE FD LTD | HF | HSBC BANK |
| BERNSTEIN GLOBAL OPPORTS/DIVSFD FD LTD | HF | HSBC BANK |
| BERNSTEIN MULTI-STRATEGY FIXED INCOME FDS | HF | STATE ST |
| AB GLOBAL OPPORTUNITIES HEDGE FUND LTD | HF | HSBC BANK |
| BERNSTEIN INSTITUTIONAL GLOBAL DIVERSIFIED HEDGE FUND LTD | HF | HSBC BANK |
| AB GLOBAL DIVERSIFIED STRATEGIES LTD HEDGE FUND A | HF | HSBC BANK |
| AB GLOBAL DIVERSIFIED STRATEGIES LTD HEDGE FUND B | HF | HSBC BANK |
| AB GLOBAL DIVERSIFIED STRATEGIES LTD HEDGE FUND C | HF | HSBC BANK |
| | | |