

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 28288/ May 28, 2008

In the Matter of	:
	:
THE RBB FUND, INC.	:
400 Bellevue Parkway	:
Wilmington, DE 19809	:
	:
ABUNDANCE TECHNOLOGIES, INC.	:
3700 Park 42 Drive	:
Suite 105A	:
Cincinnati, Ohio 42141	:
	:
(812-13496)	:

ORDER UNDER SECTIONS 6(c), 12(d)(1)(J) AND 17(b) OF THE INVESTMENT
COMPANY ACT OF 1940

The RBB Fund, Inc. and Abundance Technologies, Inc. (the “Adviser”) filed an application on February 7, 2008, and an amendment to the application on May 12, 2008, requesting an order under sections 6(c), 12(d)(1)(J) and 17(b) of the Investment Company Act of 1940 (the “Act”) to amend a prior order under section 12(d)(1)(J) granting an exemption from sections 12(d)(1)(A) and (B) of the Act and under sections 6(c) and 17(b) of the Act granting an exemption from section 17(a) of the Act (“Prior Order”).¹

The Prior Order permits certain series of a registered open-end management investment company advised by the Adviser to acquire shares of other registered open-end management investment companies and unit investment trusts that are outside the same group of investment companies (the “Underlying Funds”). The amended order would permit the series of the registered open-end management company in the Prior Order to acquire Underlying Funds that operate as feeder funds in a master-feeder structure in reliance on section 12(d)(1)(E) of the Act and are part of the same “group of investment companies” as their corresponding master funds.

On April 30, 2008, a notice of the filing of the application was issued (Investment Company Act Release No. 28260). The notice gave interested persons an opportunity to request a hearing and

¹ The RBB Fund, Inc. and Abundance Technologies, Inc., Investment Company Act Release Nos. 27749 and 27775 (March 8, 2007 (notice) and April 3, 2007 (order)).

stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemption is appropriate in and consistent with the public interest, and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

It is also found that the terms of the proposed transactions are reasonable and fair and do not involve overreaching, and the proposed transactions are consistent with the policies of each registered investment company concerned and with the general purposes of the Act.

Accordingly,

IT IS ORDERED, that the exemptions requested by The RBB Fund, Inc. and the Adviser (File No. 812-13496) under section 12(d)(1)(J) of the Act from sections 12(d)(1)(A) and (B) of the Act and under sections 6(c) and 17(b) of the Act from section 17(a) of the Act are granted, effective immediately, subject to the conditions contained in the application, as amended.

For the Commission, by the Division of Investment Management, under delegated authority.

Florence E. Harmon
Acting Secretary