

SECURITIES AND EXCHANGE COMMISSION

FORM NSAR-A

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FILER

**RBB FUND INC**

CIK:[831114](#) | IRS No.: **510312196** | State of Incorporation: **MD** | Fiscal Year End: **0831**  
Type: **NSAR-A** | Act: **40** | File No.: [811-05518](#) | Film No.: **12792892**

Mailing Address

400 BELLEVUE PKWY  
SUITE 152  
WILMINGTON DE 19809

Business Address

400 BELLEVUE PKWY STE  
100  
WILMINGTON DE 19809  
3027911700

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075	B003300	100315
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077	E000000	N
077	F000000	N
077	G000000	N
077	H000000	N

PAGE 103

077	I000000	Y
077	J000000	N
077	K000000	N
077	L000000	N
077	M000000	N
077	N000000	N
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086	C020000	0
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086	E010000	0
086	E020000	0
086	F010000	0

086 F020000            0  
SIGNATURE    JAMES SHAW  
TITLE           ASSISTANT TREASURER

Form N-SAR  
Item 77 I  
Terms of New or Amended Securities  
The RBB Fund, Inc.

1. The Company incorporates herein by reference Articles Supplementary of Registrant for Class CCCCC and DDDDD shares of the Robeco Boston Partners Global Equity Fund: Investor Class and Institutional Class shares, and Class EEEEE and FFFFF shares of the Robeco Boston Partners International Equity Fund: Investor Class and Institutional Class shares, respectively, filed as exhibit (a)(60) to the Registrant's Post-Effective Amendment No. 142 as filed electronically with the SEC on October 14, 2011 (Accession No. 0001104659-11-056173).

2. The Company incorporates herein by reference Articles Supplementary of Registrant for Class GGGGG, HHHHH and IIIII shares of the Summit Global Investments Low Volatility Equity Fund: Class A, Class I and Retail Class shares, respectively, filed as exhibit (a)(61) to the Registrant's Post-Effective Amendment No. 144 as filed electronically with the SEC on December 15, 2011 (Accession No. 0001104659-11-069708).

3. Articles Supplementary of Registrant for Class BBBB, CCCC and DDDD shares of the Free Market U.S. Equity Fund, Free Market International Equity Fund and Free Market Fixed Income Fund are filed herewith.



Form N-SAR  
Item 77 Q1  
Exhibits  
The RBB Fund, Inc.

1. Investment Sub-Advisory Agreement between Simple Alternatives, LLC and Maerisland Capital Management, LLC with respect to the S1 Fund is filed herewith.

2. Investment Advisory Agreement between The RBB Fund, Inc. and Robeco Investment Management, Inc. with respect to the Robeco Boston Partners Global Equity Fund is incorporated herein by reference as exhibit (d)(31) to The RBB Fund, Inc.'s Post-Effective Amendment No. 146 as filed electronically with the SEC on December 30, 2011. (Accession No. 0001104659-11-071681).

3. Investment Advisory Agreement between The RBB Fund, Inc. and Robeco Investment Management, Inc. with respect to the Robeco Boston Partners International Equity Fund is incorporated herein by reference as exhibit (d)(32) to The RBB Fund, Inc.'s Post-Effective Amendment No. 146 as filed electronically with the SEC on December 30, 2011. (Accession No. 0001104659-11-071681).

4. Form-of Investment Advisory Agreement between The RBB Fund, Inc. and Summit Global Investments with respect to the Summit Global Investments U.S. Low Volatility Equity Fund is incorporated herein by reference as exhibit (d)(36) to The RBB Fund, Inc.'s Post-Effective Amendment No. 144 as filed electronically with the SEC on December 15, 2011. (Accession No. 0001104659-11-069708).

5. Investment Sub-Advisory Agreement between Simple Alternatives, LLC and Roaring Blue Lion Capital Management, LLC with respect to the S1 Fund is incorporated herein by reference as exhibit (d)(24) to The RBB Fund, Inc.'s Post-Effective Amendment No. 143 as filed electronically with the SEC on October 28, 2011. (Accession No. 0001104659-11-058890).

6. Investment Sub-Advisory Agreement between Simple

Alternatives, LLC and Courage Capital Management, LLC with respect to the S1 Fund is incorporated herein by reference as exhibit (d)(25) to The RBB Fund, Inc.'s Post-Effective Amendment No. 143 as filed electronically with the SEC on October 28, 2011. (Accession No. 0001104659-11-058890).

7. Investment Sub-Advisory Agreement between Simple Alternatives, LLC and Cramer Rosenthal McGlynn LLC is filed herewith with respect to the S1 Fund is incorporated herein by reference as exhibit (d)(26) to The RBB Fund, Inc.'s Post-Effective Amendment No. 143 as filed electronically with the SEC on October 28, 2011. (Accession No. 0001104659-11-058890).

8. Investment Sub-Advisory Agreement between Simple Alternatives, LLC and Lauren Templeton Capital Management, LLC is filed herewith with respect to the S1 Fund is incorporated herein by reference as exhibit (d)(27) to The RBB Fund, Inc.'s Post-Effective Amendment No. 143 as filed electronically with the SEC on October 28, 2011. (Accession No. 0001104659-11-058890).

9. Investment Sub-Advisory Agreement between Simple Alternatives, LLC and Starwood Real Estate Securities, LLC with respect to the S1 Fund is incorporated herein by reference as exhibit (d)(28) to The RBB Fund, Inc.'s Post-Effective Amendment No. 143 as filed electronically with the SEC on October 28, 2011. (Accession No. 0001104659-11-058890).

10. Investment Sub-Advisory Agreement between Simple Alternatives, LLC and Trellus Management Co., LLC with respect to the S1 Fund is incorporated herein by reference as exhibit (d)(29) to The RBB Fund, Inc.'s Post-Effective Amendment No. 143 as filed electronically with the SEC on October 28, 2011. (Accession No. 0001104659-11-058890).

THE RBB FUND, INC.  
SUB-ADVISORY AGREEMENT  
S1 FUND

Sub-Advisory Agreement (this "Agreement") entered into as of the 1st day of January, 2012 by and between Simple Alternatives, LLC, a Delaware limited liability company (the "Adviser"), and Maerisland Capital, LLC, a Delaware limited liability company (the "Sub-Adviser").

WHEREAS, the Adviser has entered into an Investment Advisory Agreement dated September 30, 2010 (the "Advisory Agreement") with The RBB Fund, Inc. (the "Fund"), relating to the provision of investment advisory services to the S1 Fund (the "Portfolio");

WHEREAS, the Advisory Agreement provides that the Adviser may delegate any or all of its investment advisory responsibilities under the Advisory Agreement to one or more sub-advisers;

WHEREAS, pursuant to the authority granted to the Adviser in the Advisory Agreement and with the consent of the Board of Directors of the Fund, the Adviser and the Fund desire to retain the Sub-Adviser to render portfolio management services to the Portfolio in the manner and on the terms set forth in this Agreement, and the Sub-Adviser is willing to provide such services.

NOW, THEREFORE, in consideration of the premises and mutual covenants hereinafter set forth, the parties hereto agree as follows:

1. Sub-Advisory Services.

(a) The Adviser hereby appoints the Sub-Adviser to act as a sub-adviser to the Portfolio for the periods and on the terms herein set forth. The Sub-Adviser accepts such appointment and agrees to render the services herein set forth, for the compensation herein provided.

(b) The Sub-Adviser shall, subject to the supervision and oversight of the Adviser, manage the investment and reinvestment of such portion of the assets of the Portfolio, as the Adviser may from time to time allocate to the Sub-Adviser for management (the "Sub-Advised Assets"). The Sub-Adviser shall manage the Sub-Advised Assets in conformity with (i) the investment objective, policies and restrictions of the Portfolio set forth in the Portfolio's prospectus and statement of additional information, as they may be amended from time to

time, any additional policies or guidelines, including without limitation compliance policies and procedures, established by the Adviser, the Fund's Chief Compliance Officer, or by the Fund's Board of Directors ("Board") that have been furnished in writing to the Sub-Adviser, (ii) the asset diversification tests applicable to regulated investment companies pursuant to section 851(b)(3) of the Internal Revenue Code, (iii) the written instructions and directions received from the Adviser or the Fund as delivered; and (iv) the requirements of the Investment Company Act of 1940 (the "1940 Act"), the Investment Advisers Act of 1940 ("Advisers Act"), and all other applicable federal and state laws governing the performance of the Sub-Adviser's duties under this Agreement, all as may be in effect from time to time. The foregoing are referred to below together as the "Policies."

For purposes of compliance with the Policies, the Sub-Adviser shall be entitled to treat the Sub-Advised Assets as though the Sub-Advised Assets constituted the entire Portfolio, and the Sub-Adviser shall not be responsible in any way for the compliance of any assets of the Portfolio, other than the Sub-Advised Assets, with the Policies. Subject to the foregoing, the Sub-Adviser is authorized, in its discretion and without prior consultation with the Adviser, to buy, sell, lend and otherwise trade in any stocks, bonds and other securities and investment instruments on behalf of the Portfolio, without regard to the length of time the securities have been held and the resulting rate of portfolio turnover or any tax considerations; and the majority or the whole of the Sub-Advised Assets may be invested in such proportions of stocks, bonds, other securities or investment instruments, or cash, as the Sub-Adviser shall determine. Notwithstanding the foregoing provisions of this Section 1(b), however, (i) the Sub-Adviser shall, upon and in accordance with written instructions from the Adviser, effect such portfolio transactions for the Sub-Advised Assets as the Adviser shall determine are necessary in order for the Portfolio to comply with the Policies, and (ii) upon notice to the Sub-Adviser, the Adviser may

effect in-kind redemptions with shareholders of the Portfolio with securities included within the Sub-Advised Assets or effect such portfolio transactions for the Sub-Advised Assets as the Adviser shall determine are necessary in order for the Portfolio to comply with the Policies.

(c) Absent instructions from the Adviser or the officers of the Fund to the contrary, the Sub-Adviser shall place orders pursuant to its determinations either directly with the issuer or with any broker and/or dealer or other person who deals in the securities in which the Portfolio is trading. In executing portfolio transactions and selecting brokers, dealers or other persons, the Sub-Adviser shall use its best judgment to obtain the best overall terms available. In assessing the best overall terms available for any transaction, the Sub-Adviser shall consider all factors it deems relevant, including the breadth of the market in the security, the price of the security, the financial condition and execution capability of the broker or dealer, and the reasonableness of the commission, if any, both for the specific transaction and on a continuing basis. In evaluating the best overall terms available and in selecting the broker or dealer to execute a particular transaction, the Sub-Adviser may also consider the brokerage and research services (as those terms are defined in Section 28(e) of the Securities Exchange Act of 1934) provided to the Portfolio and/or other account over which the Sub-Adviser and/or an affiliate of the Sub-Adviser exercises investment discretion. Brokers or dealers selected by the Sub-Adviser for the purchase and sale of securities or other investment instruments for the Sub-Advised Assets may include brokers or dealers affiliated with the Sub-Adviser, provided such orders comply with Rules 17e-1 and 10f-3 under the 1940 Act and the Fund's Rule 17e-1 and Rule 10f-3 Procedures, respectively, in all respects or any other applicable exemptive rules or orders applicable to the Sub-Adviser. Notwithstanding the foregoing, the Sub-Adviser will not effect any transaction with a broker or dealer that is an "affiliated person" (as defined under the 1940 Act) of the Sub-Adviser or the Adviser without the prior approval of the Adviser. The

Adviser shall provide the Sub-Adviser with a list of brokers or dealers that are affiliated persons of the Adviser.

(d) The Sub-Adviser acknowledges that the Adviser and the Fund may rely on Rules 17a-7, 17a-10, 10f-3 and 17e-1 under the 1940 Act, and the Sub-Adviser hereby agrees that it shall not consult with any other investment adviser to the Fund with respect to transactions in securities for the Sub-Advised Assets or any other transactions in the Fund's assets, other than for the purposes of complying with the conditions of paragraphs (a) and (b) of Rule 12d3-1 under the 1940 Act.

(e) The Sub-Adviser has provided the Adviser with a true and complete copy of its compliance policies and procedures for compliance with Rule 206(4)-7 of the Advisers Act (the "Sub-Adviser Compliance Policies"). The Sub-Adviser's chief compliance officer ("Sub-Adviser CCO") shall provide to the Fund's Chief Compliance Officer ("Fund CCO") or his or her delegatee promptly (and in no event in more than 10 business days) the following:

(i) a report of any material changes to the Sub-Adviser Compliance Policies;

(ii) a report of any compliance matter about which the Adviser or the Fund's Board of Directors would reasonably need to know to oversee Fund compliance, and that involves, without limitation: (A) a violation of the securities laws by the Sub-Adviser or any of its officers, directors, employees or agents; (B) a violation of the Policies or the Sub-Adviser Compliance Policies by the Sub-Adviser or any of its officers, directors, employees or agents; and/or (C) a weakness in the design or implementation of the Policies; and

(iii) an annual (or more frequently as the Fund CCO may request) certification regarding the Sub-Adviser's compliance with Rule 206(4)-7 under the Advisers Act, the Policies and this Agreement .

(f) The Sub-Adviser may, on occasions when it deems the purchase or sale of a security to be in the best interests of the Portfolio as well as other fiduciary or agency accounts managed by the Sub-Adviser, aggregate, to the extent permitted by

applicable laws and regulations, the securities to be sold or purchased in order to obtain the best overall terms available and execution with respect to common and preferred stocks and the best net price and execution with respect to other securities. In such event, allocation of the securities so purchased or sold, as well as the expenses incurred in the transaction, will be made by the Sub-Adviser in the manner it considers to be most fair and equitable over time to the Portfolio and to its other accounts.

(g) The Sub-Adviser, in connection with its rights and duties with respect to the Portfolio and the Fund shall use the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims.

(h) The services of the Sub-Adviser hereunder are not deemed exclusive and the Sub-Adviser shall be free to render similar services to others (including other investment companies) so long as its services under this Agreement are not impaired thereby. The Sub-Adviser will waive enforcement of any non-compete agreement or other agreement or arrangement to which it is currently a party that restricts, limits, or otherwise interferes with the ability of the Adviser to employ or engage any person or entity to provide investment advisory or other services and will transmit to any person or entity notice of such waiver as may be required to give effect to this provision; and the Sub-Adviser will not become a party to any non-compete agreement or any other agreement, arrangement, or understanding that would restrict, limit, or otherwise interfere with the ability of the Adviser and the Fund or any of their affiliates to employ or engage any person or organization, now or in the future, to manage the Portfolio or any other assets managed by the Adviser.

(i) The Sub-Adviser shall furnish the Adviser and the administrator of the Fund (the "Administrator") daily reports concerning portfolio transactions and holdings of the Sub-Advised Assets as the Adviser may reasonably determine in such form as may be mutually agreed upon, and agrees to review the Sub-Advised

Assets with the Adviser and discuss the management of the Sub-Advised Assets. The Sub-Adviser shall promptly respond to requests by the Adviser, the Administrator, and the Fund CCO or their delegates for copies of the pertinent books and records maintained by the Sub-Adviser relating directly to the Portfolio. The Sub-Adviser shall also provide the Adviser with such other information and reports, including information and reports related to compliance matters, as may reasonably be requested by it from time to time, including without limitation all material requested by or required to be delivered to the Board.

(j) Unless otherwise agreed, the Sub-Adviser shall have the power, discretion and responsibility to vote any proxies in connection with securities in which the Sub-Advised Assets may be invested.

(k) The Sub-Adviser shall cooperate promptly and fully with the Adviser and/or the Fund in responding to any regulatory or compliance examinations or inspections (including any information requests) relating to the Fund, the Portfolio or the Adviser brought by any governmental or regulatory authorities. The Sub-Adviser shall provide to the Fund CCO or his or her delegate notice of any deficiencies that are identified by the United States Securities and Exchange Commission ("SEC") in written correspondence to the Sub-Adviser and that relate to the services provided by the Sub-Adviser to the Portfolio pursuant to this Agreement. The Sub-Adviser shall provide such notification within a reasonable period after receiving the correspondence. The Sub-Adviser shall provide additional information with respect to such deficiencies as is reasonably requested by the Fund CCO or his or her delegatee.

(l) The Sub-Adviser shall be responsible for the preparation and filing of Schedule 13G and Form 13F on behalf of the Sub-Advised Assets. The Sub-Adviser shall not be responsible for the preparation or filing of any other reports required on behalf of the Sub-Advised Assets, except as may be expressly agreed to in writing.

(m) The Sub-Adviser shall maintain all books and records with respect to the Sub-Advised Assets as are required of an investment adviser of a



registered investment company pursuant to the 1940 Act and the rules thereunder. Any records required to be maintained and preserved pursuant to the provisions of Rule 31a-1 and Rule 31a-2 promulgated under the 1940 Act that are prepared or maintained by the Sub-Adviser on behalf of the Fund are the property of the Fund and will be surrendered promptly to the Fund upon request. The Sub-Adviser further agrees to preserve for the periods prescribed in Rule 31a-2 under the 1940 Act the records required to be maintained under Rule 31a-1 under the 1940 Act.

(n) The Sub-Adviser shall promptly notify the Adviser of any financial condition that is likely to impair the Sub-Adviser's ability to fulfill its commitments under this Agreement.

2. Representations and Warranties of the Parties.

(a) The Sub-Adviser represents and warrants to the Adviser as follows:

(i) The Sub-Adviser is a registered investment adviser under the Advisers Act;

(ii) The Form ADV that the Sub-Adviser has previously provided to the Adviser is a true and complete copy of the form as currently filed with the SEC, and the information contained therein is accurate and complete in all material respects and does not omit to state any material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading. The Sub-Adviser will promptly provide the Adviser and the Fund with a complete copy of all subsequent amendments to its Form ADV;

(iii) The Sub-Adviser will carry at all times professional errors and omissions liability insurance covering services provided hereunder by the Sub-Adviser in an appropriate amount, which insurance shall be primary to any insurance policy carried by the Adviser;

(iv) Upon request, the Sub-Adviser will furnish the Adviser with certificates of insurance in forms and substance reasonably acceptable to the Adviser evidencing the coverages specified in paragraph 2(a)(iii) hereof and will provide notice of termination of such coverages, if any, to

the Adviser and the Fund, all as promptly as reasonably possible. The Sub-Adviser will notify the Adviser promptly, and in any event within 10 business days, when the Sub-Adviser receives notice of any termination of the specified coverage; and

(v) This Agreement has been duly authorized and executed by the Sub-Adviser.

(b) The Adviser represents and warrants to the Sub-Adviser as follows:

(i) The Adviser is registered under the Advisers Act;

(ii) The Adviser and the Fund have obtained approval of this Agreement from the shareholders of the Fund or are exempt from the requirement to obtain such approval, and

(iii) Each of the Adviser and the Fund has duly authorized the execution of this Agreement by the Adviser.

3. Obligations of the Adviser.

(a) The Adviser shall provide (or cause the Portfolio's Custodian (as defined in Section 3 hereof) to provide) timely information to the Sub-Adviser regarding such matters as the composition of the Sub-Advised Assets, cash requirements and cash available for investment in the Sub-Advised Assets, and all other information as may be reasonably necessary for the Sub-Adviser to perform its responsibilities hereunder.

(b) The Adviser has furnished the Sub-Adviser with a copy of the prospectus and statement of additional information of the Portfolio and the Adviser agrees during the continuance of this Agreement to furnish the Sub-Adviser copies of any revisions or supplements thereto at, or, if practicable, before the time the revisions or supplements become effective. The Adviser agrees to furnish the Sub-Adviser with copies of any financial statements or reports made by the Portfolio to its shareholders, and any further materials or information that the Sub-Adviser may reasonably request to enable it to perform its functions under this Agreement.

4. Custodian. The Adviser shall provide the Sub-Adviser with a copy of the Portfolio's agreement with any custodian designated to hold the assets of the Portfolio (the "Custodian") and any material modifications thereto

(the "Custody Agreement") that may affect the Sub-Adviser's duties, copies of such modifications to be provided to the Sub-Adviser reasonably in advance of the effectiveness of such modifications. The Sub-Advised Assets shall be maintained in the custody of the Custodian identified in, and in accordance with the terms and conditions of, the Custody Agreement (or any sub-custodian properly appointed as provided in the Custody Agreement). The Sub-Adviser shall have no liability for the acts or omissions of the Custodian, unless such act or omission is taken solely in reliance upon instruction given to the Custodian by a representative of the Sub-Adviser properly authorized to give such instruction under the Custody Agreement. Any assets added to the Portfolio shall be delivered directly to the Custodian.

5. Use of Name. During the term of this Agreement, the Adviser shall have permission to use the Sub-Adviser's name in the marketing of the Portfolio, and agrees to furnish the Sub-Adviser, for its prior approval (which approval shall not be unreasonably withheld) at its principal office all prospectuses, proxy statements and reports to shareholders prepared for distribution to shareholders of the Portfolio or the public that refer to the Sub-Adviser in any way. If the Adviser does not receive a response from the Sub-Adviser with respect to such materials within five business days of its submission for approval, such materials shall be deemed accepted by the Sub-Adviser. The Sub-Adviser agrees that Adviser may request that the Sub-Adviser approve use of a certain type, and that Adviser need not provide for approval each additional piece of marketing material that is of substantially the same type.

During the term of this Agreement, the Sub-Adviser shall not use the Fund's name without the prior consent of the Fund.

6. Expenses. During the Term of this Agreement, the Sub-Adviser will pay all expenses incurred by it in connection with the performance of its duties under paragraph 1 hereof other than the cost (including taxes, brokerage commissions and other transaction costs, if any) of the securities or other investment instruments purchased or sold for the Portfolio.

7. Compensation of the Sub-Adviser. As full compensation for all services rendered, facilities furnished and expenses borne by the Sub-Adviser hereunder, the Sub-Adviser shall be paid the fees in the amounts and in the manner set forth in Appendix A hereto.

8. Independent Contractor Status. The Sub-Adviser shall for all purposes hereof be deemed to be an

independent contractor and shall, unless otherwise provided or authorized, have no authority to act for or represent the Fund or the Adviser in any way or otherwise be deemed an agent of the Portfolio or the Adviser.

9. Liability and Indemnification.

(a) Liability. The duties of the Sub-Adviser shall be confined to those expressly set forth herein with respect to the Sub-Advised Assets. The Sub-Adviser shall not be liable for any loss arising out of any portfolio investment or disposition hereunder, except a loss resulting from willful misfeasance, bad faith or gross negligence in the performance of its duties, or by reason of reckless disregard of its obligations and duties hereunder. Under no circumstances shall the Sub-Adviser be liable for any loss arising out of any act or omission taken by another sub-adviser, or any other third party, in respect of any portion of the Fund's assets not managed by the Sub-Adviser pursuant to this Agreement.

(b) Indemnification.

(i) The Sub-Adviser shall indemnify the Adviser, the Fund and the Portfolio, and their respective affiliates and controlling persons, directors, officers and employees (the "Adviser Indemnified Persons") for any liability and expenses, including reasonable attorneys' fees, which the Adviser Indemnified Persons may sustain as a result of the Sub-Adviser's breach of this Agreement or its representations and warranties herein or as a result of the Sub-Adviser's willful misfeasance, bad faith, gross negligence, or reckless disregard of its duties hereunder or violation of applicable law; provided, however, that the Adviser Indemnified Persons shall not be indemnified for any liability or expenses that may be sustained as a result of the Adviser's willful misfeasance, bad faith, gross negligence, or reckless disregard of its duties hereunder.

(ii) The Adviser shall indemnify the Sub-Adviser, its affiliates and its controlling persons, directors, officers and employees (the "Sub-Adviser Indemnified Persons") for any liability and expenses, including

reasonable attorneys' fees, arising from, or in connection with, the Adviser's breach of this Agreement or its representations and warranties herein or as a result of the Adviser's willful misfeasance, bad faith, gross negligence, reckless disregard of its duties hereunder or violation of applicable law; provided, however, that the Sub-Adviser Indemnified Persons shall not be indemnified for any liability or expenses that may be sustained as a result of the Sub-Adviser's willful misfeasance, bad faith, gross negligence, or reckless disregard of its duties hereunder.

10. Effective Date and Termination. This Agreement shall become effective as of the date of its execution, and:

(a) unless otherwise terminated, this Agreement shall continue in effect until August 16, 2013, and from year to year thereafter so long as such continuance is specifically approved at least annually (i) by the Board or by vote of a majority of the outstanding voting securities of the Portfolio, and (ii) by vote of a majority of the Directors of the Fund who are not interested persons of the Fund, the Adviser or the Sub-Adviser, cast in person at a meeting called for the purpose of voting on such approval;

(b) this Agreement may at any time be terminated on 60 days' written notice to the Sub-Adviser either by vote of the Board or by vote of a majority of the outstanding voting securities of the Portfolio;

(c) this Agreement shall automatically terminate in the event of its assignment or upon the termination of the Advisory Agreement; and

(d) this Agreement may be terminated by the Sub-Adviser on 60 days' written notice to the Adviser and the Fund, or by the Adviser immediately upon notice to the Sub-Adviser.

Termination of this Agreement pursuant to this Section 10 shall be without the payment of any penalty. All accrued and unpaid management fees shall be due and payable to the Sub-Adviser upon the termination date. As of the termination date, all assets in the Portfolio shall be the sole and exclusive responsibility of the Adviser and the Sub-Adviser shall have no further responsibilities other than to assist in an orderly transition of the management of the Portfolio to the

Adviser.

11. Amendment. This Agreement may be amended at any time by mutual consent of the Adviser and the Sub-Adviser, provided that, if required by law, such amendment shall also have been approved by vote of a majority of the outstanding voting securities of the Portfolio and by vote of a majority of the Directors of the Fund who are not interested persons of the Fund, the Adviser, or the Sub-Adviser, cast in person at a meeting called for the purpose of voting on such approval.

12. Assignment. The Sub-Adviser may not assign this Agreement and this Agreement shall automatically terminate in the event of an "assignment," as such term is defined in Section 2(a)(4) of the 1940 Act. The Sub-Adviser shall notify the Adviser in writing sufficiently in advance of any proposed change of "control," as defined in Section 2(a)(9) of the 1940 Act, so as to enable the Fund and/or the Adviser to: (a) consider whether an assignment will occur, (b) consider whether to enter into a new Sub-Advisory Agreement with the Sub-Adviser, and (c) prepare, file, and deliver any disclosure document to the Portfolio's shareholders as may be required by applicable law.

13. Miscellaneous. The captions in this Agreement are included for convenience of reference only and in no way define or delimit any of the provisions hereof or otherwise affect their construction or effect. If any provision of this Agreement shall be held or made invalid by a court decision, statute, rule or otherwise, the remainder of this Agreement shall not be affected thereby. This Agreement shall be construed in accordance with applicable federal law and the laws of the State of Delaware and shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors (subject to paragraph 10 (c) hereof) and, to the extent provided in paragraph 9 hereof, each Sub-Adviser Indemnified Person and Adviser Indemnified Person. Anything herein to the contrary notwithstanding, this Agreement shall not be construed to require, or to impose any duty upon, either of the parties to do anything in violation of any applicable laws or regulations. Any provision in this Agreement requiring compliance with any statute or regulation shall mean such statute or regulation as amended and in effect from time to time.

14. Regulation S-P. In accordance with Regulation S-P, if non-public personal information regarding any party's customers or consumers is disclosed to the other party in connection with this Agreement, the other party receiving

such information will not disclose or use that information other than as necessary to carry out the purposes of this Agreement.

15. Confidentiality. Any information or recommendations supplied by either the Adviser or the Sub-Adviser, that are not otherwise in the public domain or previously known to the other party in connection with the performance of its obligations and duties hereunder, including without limitation portfolio holdings of the Fund, financial information or other information relating to a party to this Agreement, are to be regarded as confidential ("Confidential Information") and held in the strictest confidence. Except as may be required by applicable law or rule as requested by regulatory authorities having jurisdiction over a party to this Agreement, Confidential Information may be used only by the party to which said information has been communicated and such other persons as that party believes are necessary to carry out the purposes of this Agreement, the Custodian, and such persons as the Adviser may designate in connection with the Sub-Advised Assets.

16. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

SIMPLE ALTERNATIVES, LLC

By: /s/ James K. Dilworth  
Name: James K. Dilworth  
Title: President & CEO

MAERISLAND CAPITAL, LLC

By: /s/ Christopher Ainsworth  
Name: Christopher Ainsworth  
Title: COO & CFO

THE RBB FUND, INC.

ARTICLES SUPPLEMENTARY

THE RBB FUND, INC., a Maryland corporation having its principal office in Baltimore, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: In accordance with the requirements of Section 2-208 of the Maryland General Corporation Law, the Board of Directors of the Corporation has adopted a unanimous resolution classifying an additional: 1) One Hundred Million (100,000,000) authorized but unclassified and unissued shares of Common Stock of the Corporation as Class BBBB shares of Common Stock representing interests in the Free Market U.S. Equity Fund; 2) One Hundred Million (100,000,000) authorized but unclassified and unissued shares of Common Stock of the Corporation as Class CCCC shares of Common Stock representing interests in the Free Market International Equity Fund; and 3) One Hundred Million (100,000,000) authorized but unclassified and unissued shares of Common Stock of the Corporation as Class DDDD shares of Common Stock representing interests in the Free Market Fixed-Income Fund.

SECOND: Each Class BBBB, Class CCCC and Class DDDD share of Common Stock of the Corporation classified herein will have the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption as previously set forth in the Charter of the Corporation with respect to Class BBBB, Class CCCC and Class DDDD share of Common Stock of the Corporation, respectively.

THIRD: The shares aforesaid have been duly classified by the Board of Directors of the Corporation pursuant to authority and power contained in the Charter of the Corporation.

FOURTH: (1) Immediately before the classification of additional authorized, unissued and unclassified shares of Common Stock as Class BBBB Common Stock, Class CCCC Common Stock and Class DDDD Common Stock:



(a) the Corporation had the authority to issue one hundred billion (100,000,000,000) shares of its Common Stock and the aggregate par value of all the shares of all classes was one hundred million dollars (\$100,000,000); and

(b) the number of authorized shares of each class was as follows:

- Class A - one hundred million (100,000,000), par value \$.001 per share;
- Class B - one hundred million (100,000,000), par value \$.001 per share;
- Class C - one hundred million (100,000,000), par value \$.001 per share;
- Class D - one hundred million (100,000,000), par value \$.001 per share;
- Class E - five hundred million (500,000,000), par value \$.001 per share;
- Class F - five hundred million (500,000,000), par value \$.001 per share;
- Class G - five hundred million (500,000,000), par value \$.001 per share;
- Class H - five hundred million (500,000,000), par value \$.001 per share;
- Class I - one billion five hundred million (1,500,000,000), par value \$.001 per share;
- Class J - five hundred million (500,000,000), par value \$.001 per share;
- Class K - five hundred million (500,000,000), par value \$.001 per share;
- Class L - one billion five hundred million (1,500,000,000), par value \$.001 per share;
- Class M - five hundred million (500,000,000), par value \$.001 per share;

Class N - five hundred million (500,000,000), par value \$.001 per share;

Class O - five hundred million (500,000,000), par value \$.001 per share;

Class P - one hundred million (100,000,000), par value \$.001 per share;

Class Q - one hundred million (100,000,000), par value \$.001 per share;

Class R - five hundred million (500,000,000), par value \$.001 per share;

Class S - five hundred million (500,000,000), par value \$.001 per share;

Class T - five hundred million (500,000,000), par value \$.001 per share;

Class U - five hundred million (500,000,000), par value \$.001 per share;

Class V - five hundred million (500,000,000), par value \$.001 per share;

Class W - one hundred million (100,000,000), par value \$.001 per share;

Class X - fifty million (50,000,000), par value \$.001 per share;

Class Y - fifty million (50,000,000), par value \$.001 per share;

Class Z - fifty million (50,000,000), par value \$.001 per share;

Class AA - fifty million (50,000,000), par value \$.001 per share;

Class BB - fifty million (50,000,000), par value \$.001 per share;

Class CC - fifty million (50,000,000), par value \$.001 per share;

Class DD value \$.001 per share;	-	one hundred million (100,000,000), par
Class EE value \$.001 per share;	-	one hundred million (100,000,000), par
Class FF \$.001 per share;	-	fifty million (50,000,000), par value
Class GG \$.001 per share;	-	fifty million (50,000,000), par value
Class HH \$.001 per share;	-	fifty million (50,000,000), par value
Class II value \$.001 per share;	-	one hundred million (100,000,000), par
Class JJ value \$.001 per share;	-	one hundred million (100,000,000), par
Class KK value \$.001 per share;	-	one hundred million (100,000,000), par
Class LL value \$.001 per share;	-	one hundred million (100,000,000), par
Class MM value \$.001 per share;	-	one hundred million (100,000,000), par
Class NN value \$.001 per share;	-	one hundred million (100,000,000), par
Class OO value \$.001 per share;	-	one hundred million (100,000,000), par
Class PP value \$.001 per share;	-	one hundred million (100,000,000), par
Class QQ value \$.001 per share;	-	one hundred million (100,000,000), par
Class RR value \$.001 per share;	-	one hundred million (100,000,000), par
Class SS value \$.001 per share;	-	one hundred million (100,000,000), par
Class TT	-	one hundred million (100,000,000), par

value \$.001 per share;

Class UU - one hundred million (100,000,000), par  
value \$.001 per share;

Class VV - one hundred million (100,000,000), par  
value \$.001 per share;

Class WW - one hundred million (100,000,000), par  
value \$.001 per share;

Class YY - one hundred million (100,000,000), par  
value \$.001 per share;

Class ZZ - one hundred million (100,000,000), par  
value \$.001 per share;

Class AAA - one hundred million (100,000,000),  
par value \$.001 per share;

Class BBB - one hundred million (100,000,000),  
par value \$.001 per share;

Class CCC - one hundred million (100,000,000),  
par value \$.001 per share;

Class DDD - one hundred million (100,000,000),  
par value \$.001 per share;

Class EEE - one hundred million (100,000,000),  
par value \$.001 per share;

Class FFF - one hundred million (100,000,000),  
par value \$.001 per share;

Class GGG - one hundred million (100,000,000),  
par value \$.001 per share;

Class HHH - one hundred million (100,000,000),  
par value \$.001 per share;

Class III - one hundred million (100,000,000),  
par value \$.001 per share;

Class JJJ - one hundred million (100,000,000),  
par value \$.001 per share;

Class KKK - one hundred million (100,000,000),  
par value \$.001 per share;

Class LLL	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class MMM	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class NNN	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class OOO	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class PPP	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class QQQ	-	two billion five hundred million
(2,500,000,000), par value \$.001 per		share;
Class RRR	-	two billion five hundred million
(2,500,000,000), par value \$.001 per		share;
Class SSS	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class TTT	-	fifty million (50,000,000), par
value \$.001 per share;		
Class UUU	-	fifty million (50,000,000), par
value \$.001 per share;		
Class VVV	-	fifty million (50,000,000), par
value \$.001 per share;		
Class WWW	-	fifty million (50,000,000), par
value \$.001 per share;		
Class XXX	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class YYY	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class ZZZ	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class AAAA	-	fifty billion (50,000,000,000), par

value \$.001 per share;

Class BBBB - one hundred million (100,000,000),  
par value \$.001 per share;

Class CCCC - one hundred million (100,000,000),  
par value \$.001 per share;

Class DDDD - one hundred million (100,000,000),  
par value \$.001 per share;

Class EEEE - one hundred million (100,000,000),  
par value \$.001 per share;

Class FFFF - one hundred million (100,000,000),  
par value \$.001 per share;

Class GGGG - one hundred million (100,000,000),  
par value \$.001 per share;

Class HHHH - one hundred million (100,000,000),  
par value \$.001 per share;

Class IIII - one hundred million (100,000,000),  
par value \$.001 per share;

Class JJJJ - one hundred million (100,000,000),  
par value \$.001 per share;

Class KKKK - one hundred million (100,000,000),  
par value \$.001 per share;

Class LLLL - one hundred million (100,000,000),  
par value \$.001 per share;

Class MMMM - one hundred million (100,000,000), par  
value \$.001 per share;

Class NNNN - one hundred million (100,000,000),  
par value \$.001 per share;

Class OOOO - one hundred million (100,000,000),  
par value \$.001 per share;

Class PPPP - one hundred million (100,000,000),  
par value \$.001 per share;

Class QQQQ - one hundred million (100,000,000),  
par value \$.001 per share;

Class RRRR - one hundred million (100,000,000),  
par value \$.001 per share;

Class SSSS - one hundred million (100,000,000),  
par value \$.001 per share;

Class TTTT - one hundred million (100,000,000),  
par value \$.001 per share;

Class UUUU - one hundred million (100,000,000),  
par value \$.001 per share;

Class VVVV - one hundred million (100,000,000),  
par value \$.001 per share;

Class WWWW - one hundred million (100,000,000), par  
value \$.001 per share;

Class XXXX - one hundred million (100,000,000),  
par value \$.001 per share;

Class YYYY - one hundred million (100,000,000),  
par value \$.001 per share;

Class ZZZZ - one hundred million (100,000,000),  
par value \$.001 per share;

Class AAAAA - one hundred million (100,000,000), par  
value \$.001 per share;

Class BBBBB - one hundred million (100,000,000), par  
value \$.001 per share;

Class CCCCC - one hundred million (100,000,000), par  
value \$.001 per share;

Class DDDDD - one hundred million (100,000,000), par  
value \$.001 per share;

Class EEEEE - one hundred million (100,000,000), par  
value \$.001 per share;

Class FFFFF - one hundred million (100,000,000),  
par value \$.001 per share;

Class GGGGG - one hundred million (100,000,000), par  
value \$.001 per share;

Class HHHHH - one hundred million (100,000,000), par value \$.001 per share;

Class IIIII - one hundred million (100,000,000), par value \$.001 per share;

Class Select - seven hundred million (700,000,000), par value \$.001 per share;

Class Beta 2 - one million (1,000,000), par value \$.001 per share;

Class Beta 3 - one million (1,000,000), par value \$.001 per share;

Class Beta 4 - one million (1,000,000), par value \$.001 per share;

Class Principal Money seven hundred million (700,000,000), par value \$.001 per share;

Class Gamma 2 - one million (1,000,000), par value \$.001 per share;

Class Gamma 3 - one million (1,000,000), par value \$.001 per share;

Class Gamma 4 - one million (1,000,000), par value \$.001 per share;

Class Bear Stearns Money - two billion five hundred million (2,500,000,000), par value \$.001 per share;

Class Bear Stearns Municipal Money - one billion five hundred million (1,500,000,000), par value \$.001 per share;

Class Bear Stearns Government Money - one billion (1,000,000,000), par value \$.001 per share;

Class Delta 4 - one million (1,000,000), par value \$.001 per share;



Class Epsilon 1 per share;	-	one million (1,000,000), par value \$.001
Class Epsilon 2 per share;	-	one million (1,000,000), par value \$.001
Class Epsilon 3 per share;	-	one million (1,000,000), par value \$.001
Class Epsilon 4 per share;	-	one million (1,000,000), par value \$.001
Class Zeta 1 \$.001 per share;	-	one million (1,000,000), par value
Class Zeta 2 \$.001 per share;	-	one million (1,000,000), par value
Class Zeta 3 \$.001 per share;	-	one million (1,000,000), par value
Class Zeta 4 \$.001 per share;	-	one million (1,000,000), par value
Class Eta 1 \$.001 per share;	-	one million (1,000,000), par value
Class Eta 2 \$.001 per share;	-	one million (1,000,000), par value
Class Eta 3 \$.001 per share;	-	one million (1,000,000), par value
Class Eta 4 \$.001 per share;	-	one million (1,000,000), par value
Class Theta 1 \$.001 per share;	-	one million (1,000,000), par value
Class Theta 2 \$.001 per share;	-	one million (1,000,000), par value
Class Theta 3 \$.001 per share;	-	one million (1,000,000), par value
Class Theta 4 \$.001 per share;	-	one million (1,000,000), par value

for a total of eighty billion, seventy-three million

(80,073,000,000) shares classified into separate classes of Common Stock.

(2) After the classification of additional authorized, unissued and unclassified shares of Common Stock as Class BBBB, Class CCCC and Class DDDD Common Stock:

(a) the Corporation has the authority to issue one hundred billion (100,000,000,000) shares of its Common Stock and the aggregate par value of all the shares of all classes is one hundred million dollars (\$100,000,000); and

(b) the number of authorized shares of each class is now as follows:

Class A	-	one hundred million (100,000,000), par value \$.001 per share;
Class B	-	one hundred million (100,000,000), par value \$.001 per share;
Class C	-	one hundred million (100,000,000), par value \$.001 per share;
Class D	-	one hundred million (100,000,000), par value \$.001 per share;
Class E	-	five hundred million (500,000,000), par value \$.001 per share;
Class F	-	five hundred million (500,000,000), par value \$.001 per share;
Class G	-	five hundred million (500,000,000), par value \$.001 per share;
Class H	-	five hundred million (500,000,000), par value \$.001 per share;
Class I	-	one billion five hundred million (1,500,000,000), par value \$.001 per share;
Class J	-	five hundred million (500,000,000), par value \$.001 per share;
Class K	-	five hundred million (500,000,000), par value \$.001 per share;

Class L - one billion five hundred million (1,500,000,000), par value \$.001 per share;

Class M - five hundred million (500,000,000), par value \$.001 per share;

Class N - five hundred million (500,000,000), par value \$.001 per share;

Class O - five hundred million (500,000,000), par value \$.001 per share;

Class P - one hundred million (100,000,000), par value \$.001 per share;

Class Q - one hundred million (100,000,000), par value \$.001 per share;

Class R - five hundred million (500,000,000), par value \$.001 per share;

Class S - five hundred million (500,000,000), par value \$.001 per share;

Class T - five hundred million (500,000,000), par value \$.001 per share;

Class U - five hundred million (500,000,000), par value \$.001 per share;

Class V - five hundred million (500,000,000), par value \$.001 per share;

Class W - one hundred million (100,000,000), par value \$.001 per share;

Class X - fifty million (50,000,000), par value \$.001 per share;

Class Y - fifty million (50,000,000), par value \$.001 per share;

Class Z - fifty million (50,000,000), par value \$.001 per share;

Class AA - fifty million (50,000,000), par value \$.001 per share;

Class BB \$.001 per share;	-	fifty million (50,000,000), par value
Class CC \$.001 per share;	-	fifty million (50,000,000), par value
Class DD value \$.001 per share;	-	one hundred million (100,000,000), par
Class EE value \$.001 per share;	-	one hundred million (100,000,000), par
Class FF \$.001 per share;	-	fifty million (50,000,000), par value
Class GG \$.001 per share;	-	fifty million (50,000,000), par value
Class HH \$.001 per share;	-	fifty million (50,000,000), par value
Class II value \$.001 per share;	-	one hundred million (100,000,000), par
Class JJ value \$.001 per share;	-	one hundred million (100,000,000), par
Class KK value \$.001 per share;	-	one hundred million (100,000,000), par
Class LL value \$.001 per share;	-	one hundred million (100,000,000), par
Class MM value \$.001 per share;	-	one hundred million (100,000,000), par
Class NN value \$.001 per share;	-	one hundred million (100,000,000), par
Class OO value \$.001 per share;	-	one hundred million (100,000,000), par
Class PP value \$.001 per share;	-	one hundred million (100,000,000), par
Class QQ value \$.001 per share;	-	one hundred million (100,000,000), par
Class RR	-	one hundred million (100,000,000), par

value \$.001 per share;

Class SS - one hundred million (100,000,000), par  
value \$.001 per share;

Class TT - one hundred million (100,000,000), par  
value \$.001 per share;

Class UU - one hundred million (100,000,000), par  
value \$.001 per share;

Class VV - one hundred million (100,000,000), par  
value \$.001 per share;

Class WW - one hundred million (100,000,000), par  
value \$.001 per share;

Class YY - one hundred million (100,000,000), par  
value \$.001 per share;

Class ZZ - one hundred million (100,000,000), par  
value \$.001 per share;

Class AAA - one hundred million (100,000,000),  
par value \$.001 per share;

Class BBB - one hundred million (100,000,000),  
par value \$.001 per share;

Class CCC - one hundred million (100,000,000),  
par value \$.001 per share;

Class DDD - one hundred million (100,000,000),  
par value \$.001 per share;

Class EEE - one hundred million (100,000,000),  
par value \$.001 per share;

Class FFF - one hundred million (100,000,000),  
par value \$.001 per share;

Class GGG - one hundred million (100,000,000),  
par value \$.001 per share;

Class HHH - one hundred million (100,000,000),  
par value \$.001 per share;

Class III - one hundred million (100,000,000),  
par value \$.001 per share;

Class JJJ	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class KKK	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class LLL	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class MMM	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class NNN	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class OOO	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class PPP	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class QQQ	-	two billion five hundred million
(2,500,000,000), par value \$.001 per		share;
Class RRR	-	two billion five hundred million
(2,500,000,000), par value \$.001 per		share;
Class SSS	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class TTT	-	fifty million (50,000,000), par
value \$.001 per share;		
Class UUU	-	fifty million (50,000,000), par
value \$.001 per share;		
Class VVV	-	fifty million (50,000,000), par
value \$.001 per share;		
Class WWW	-	fifty million (50,000,000), par
value \$.001 per share;		
Class XXX	-	one hundred million (100,000,000),
par value \$.001 per share;		
Class YYY	-	one hundred million (100,000,000),

par value \$.001 per share;

Class ZZZ - one hundred million (100,000,000),  
par value \$.001 per share;

Class AAAA - fifty billion (50,000,000,000), par  
value \$.001 per share;

Class BBBB - two hundred million (200,000,000),  
par value \$.001 per share;

Class CCCC - two hundred million (200,000,000),  
par value \$.001 per share;

Class DDDD - two hundred million (200,000,000),  
par value \$.001 per share;

Class EEEE - one hundred million (100,000,000),  
par value \$.001 per share;

Class FFFF - one hundred million (100,000,000),  
par value \$.001 per share;

Class GGGG - one hundred million (100,000,000),  
par value \$.001 per share;

Class HHHH - one hundred million (100,000,000),  
par value \$.001 per share;

Class IIII - one hundred million (100,000,000),  
par value \$.001 per share;

Class JJJJ - one hundred million (100,000,000),  
par value \$.001 per share;

Class KKKK - one hundred million (100,000,000),  
par value \$.001 per share;

Class LLLL - one hundred million (100,000,000),  
par value \$.001 per share;

Class MMMM - one hundred million (100,000,000), par  
value \$.001 per share;

Class NNNN - one hundred million (100,000,000),  
par value \$.001 per share;

Class OOOO - one hundred million (100,000,000),  
par value \$.001 per share;

Class PPPP - one hundred million (100,000,000),  
par value \$.001 per share;

Class QQQQ - one hundred million (100,000,000),  
par value \$.001 per share;

Class RRRR - one hundred million (100,000,000),  
par value \$.001 per share;

Class SSSS - one hundred million (100,000,000),  
par value \$.001 per share;

Class TTTT - one hundred million (100,000,000),  
par value \$.001 per share;

Class UUUU - one hundred million (100,000,000),  
par value \$.001 per share;

Class VVVV - one hundred million (100,000,000),  
par value \$.001 per share;

Class WWWW - one hundred million (100,000,000), par  
value \$.001 per share;

Class XXXX - one hundred million (100,000,000),  
par value \$.001 per share;

Class YYYY - one hundred million (100,000,000),  
par value \$.001 per share;

Class ZZZZ - one hundred million (100,000,000),  
par value \$.001 per share;

Class AAAAA - one hundred million (100,000,000), par  
value \$.001 per share;

Class BBBBB - one hundred million (100,000,000), par  
value \$.001 per share;

Class CCCCC - one hundred million (100,000,000), par  
value \$.001 per share;

Class DDDDD - one hundred million (100,000,000), par  
value \$.001 per share;

Class EEEEE - one hundred million (100,000,000), par  
value \$.001 per share;



Class FFFFF - one hundred million (100,000,000),  
par value \$.001 per share;

Class GGGGG - one hundred million (100,000,000), par  
value \$.001 per share;

Class HHHHH - one hundred million (100,000,000), par  
value \$.001 per share;

Class IIIII - one hundred million (100,000,000),  
par value \$.001 per share;

Class Select - seven hundred million  
(700,000,000), par value \$.001 per  
share;

Class Beta 2 - one million (1,000,000), par value  
\$.001 per share;

Class Beta 3 - one million (1,000,000), par value  
\$.001 per share;

Class Beta 4 - one million (1,000,000), par value  
\$.001 per share;

Class Principal Money seven hundred million  
(700,000,000), par value \$.001 per  
share;

Class Gamma 2 - one million (1,000,000), par value \$.001  
per share;

Class Gamma 3 - one million (1,000,000), par value \$.001  
per share;

Class Gamma 4 - one million (1,000,000), par value \$.001  
per share;

Class Bear Stearns  
Money - two billion five hundred million  
(2,500,000,000), par value \$.001 per  
share;

Class Bear Stearns  
Municipal Money - one billion five hundred million  
(1,500,000,000), par value \$.001 per  
share;

Class Bear Stearns

Government Money value \$.001 per share;	-	one billion (1,000,000,000), par
Class Delta 4 \$.001 per share;	-	one million (1,000,000), par value
Class Epsilon 1 per share;	-	one million (1,000,000), par value \$.001
Class Epsilon 2 per share;	-	one million (1,000,000), par value \$.001
Class Epsilon 3 per share;	-	one million (1,000,000), par value \$.001
Class Epsilon 4 per share;	-	one million (1,000,000), par value \$.001
Class Zeta 1 \$.001 per share;	-	one million (1,000,000), par value
Class Zeta 2 \$.001 per share;	-	one million (1,000,000), par value
Class Zeta 3 \$.001 per share;	-	one million (1,000,000), par value
Class Zeta 4 \$.001 per share;	-	one million (1,000,000), par value
Class Eta 1 \$.001 per share;	-	one million (1,000,000), par value
Class Eta 2 \$.001 per share;	-	one million (1,000,000), par value
Class Eta 3 \$.001 per share;	-	one million (1,000,000), par value
Class Eta 4 \$.001 per share;	-	one million (1,000,000), par value
Class Theta 1 \$.001 per share;	-	one million (1,000,000), par value
Class Theta 2 \$.001 per share;	-	one million (1,000,000), par value
Class Theta 3	-	one million (1,000,000), par value

\$.001 per share;

Class Theta 4 - one million (1,000,000), par value  
\$.001 per share;

for a total of eighty billion, three hundred seventy-three million (80,373,000,000) shares classified into separate classes of Common Stock.

IN WITNESS WHEREOF, The RBB Fund, Inc. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on the 27th day of February, 2012.

WITNESS:

THE RBB FUND, INC.

By: /s/ Jennifer Rogers  
Jennifer Rogers  
Secretary

By: /s/ Salvatore Faia  
Salvatore Faia  
President

CERTIFICATE

THE UNDERSIGNED, President of The RBB Fund, Inc., who executed on behalf of said Corporation the foregoing Articles Supplementary to the Charter, of which this certificate is made a part, hereby acknowledges that the foregoing Articles Supplementary are the act of the said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

/s/ Salvatore Faia  
Salvatore Faia  
President