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FILE NO. 84-1599

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SECURI[illegible]CHANGE COMMISSION
Washington, D.C. 20549

# FORM TA-W

## NOTICE OF WITHDRAWAL FROM REGISTRATION AS TRANSFER AGENT

**Pursuant To Section 17A of the Securities Exchange Act of 1934**

SEC MAIL PROCESSING RECEIVED MAY 10 2005

*Read all instructions on reverse side before preparing form. Please print or type.*

1. Transfer Agent File No.: 84-1599 2. Full name of registrant: Strong Investor Services, Inc.

3. Name under which transfer agent activities are conducted, if different from above:

4. Address of registrants principal place of business: *No. and street* 900 Heritage Reserve, *City* Menomonee Falls, *State* WI *Zip Code* 53051

5. Furnish registrants reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration. See Attachment

6. Furnish the last date registrant performed transfer agent functions as defined by Section 3(a)(25) of the Act for any security, including debt and equity, registered under Section 12 of the Act or which would be required to be registered except for the exemption from registration provided by subsection (g)(2)(B) or (g)(2)(G) of that section. 5/6/05

   Does registrant have any intention of performing in the near future a transfer agent function for any such security? No

7. Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims *(including out-of-proof conditions)* against it in connection with its performance of transfer agent functions for any security? If so, furnish complete information with respect to each.

   ☒ Yes ☐ No See Attachment

8. Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security? If so, furnish complete information regarding each judgment or lien.

   ☐ Yes ☒ No

9. For each issue shown on Schedule B of registrants Form TA-1, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of any successor transfer agent(s) and state whether such transfer agent(s) is registered as a transfer agent pursuant to the Act. If there is no successor transfer agent(s), so state.

   Boston Financial Data Services, Inc. 2 Heritage Drive, North Quincy, MA 02171 a registered transfer agent, No. 84-00896, pursuant to the Act.

10. For each issue shown on Schedule B of registrants Form TA-1, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records which registrant maintained in connection with its performance of transfer agent functions.

    Boston Financial Data Services, Inc. 2 Heritage Drive, North Quincy, MA 02171

11. Furnish the address(es), if different from Item 10, where such books and records will be located.

12. EXECUTION. The registrant submitting this Form and its attachments and the person executing it represent hereby that it and all materials filed in connection therewith contain a true, correct and complete statement of all required information. Registrant also consents hereby to make the books and records it is required to preserve by Rules 17A d-6 and 7 under the Securities Exchange Act of 1934 (17 CFR 240.17A d-6 and 7) available for examination by authorized representatives of the Securities and Exchange Commission during the period the rules require registrant to preserve such books and records and hereby authorizes the person having custody of such books and records to make them available to such representatives.

**ATTENTION**
Intentional misstatements or omissions of fact constitute federal criminal violations.
*(See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).*

*Dated the* 9th *day of* May, 2005

Strong Investor Services, Inc.
*(Name of transfer agent)*

John W. Widmer
*(Manual signature of principal officer or duly authorized principal)*

John W. Widmer
*(Printed name of principal officer or duly authorized principal).*

President 414-973-5012
*(Title)* *(Telephone number)*

**Persons who potentially are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1669 (7-02))

VF 7-9-2005

CH 5/11 VF

**Strong Investor Services, Inc.**
**File No. 84-1599**
**Form TA-W**

**Answer to Item 5:**

Pursuant to an Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions and Cease-and-Desist Orders Pursuant to Sections 15(b)(4), 15(b)(6), 15B(c)(4), 17A(c)(3) and 17A(c)(4)(C) of the Securities Exchange Act of 1934, Sections 203(e), 203(f) and 203(k) of the Investment Advisers Act of 1940, and Sections 9(b) and 9(f) of the Investment Company Act of 1940 ("Order") entered against Strong Investor Services, Inc. ("SIS") and others *In the Matter of Strong Capital Management, Inc., et al.* dated May 20, 2004, SIS undertook to file with the Commission within 365 days of the issuance of this Order, a notice of withdrawal from registration on Form TA-W in accordance with the instructions contained therein.

**Answer to Item 7:**

There are multiple outstanding class and derivative actions ("Actions") filed since September 4, 2003, against the registrant, its affiliates and other parties as defendants in certain federal and state courts primarily regarding market timing and late trading allegations. By virtue of a series of orders dated beginning February 20, 2004, the United States Judicial Panel for Multi District Litigation ("MDL") ordered the transfer of all actions then pending in federal court to the District of Maryland for pre-trial coordination with cases involving other mutual fund families subject to similar claims. On September 30, 2004, three consolidated amended complaints were filed in the District of Maryland court: one for derivative claims, one for class actions, and one for ERISA claims. Earlier this year, the registrant and other defendants moved to dismiss the consolidated amended complaints for, among other things, failure to state claims. These motions are currently being briefed. Oral arguments on dismissal of the complaints are scheduled to be heard in June and July, 2005.

The actions generally allege, among other things, that the defendants violated their fiduciary duty to fund shareholders and certain retirement plan participants, and made false and misleading statements in the funds' prospectuses in violation of federal and state securities laws. The actions generally seek one or more of the following: compensatory damages, punitive damages, special damages, exemplary damages, rescission, restitution, payment of plaintiffs' attorneys' fees and experts' fees, and/or replacement of the board of directors of the Strong Funds. One state action was not removed to federal court and thus was not consolidated into the MDL consolidated actions, but that action has been stayed.