

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 62475 / July 8, 2010**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-11498**

**In the Matter of**  
**Strong Capital Management, Inc., et al.,**  
**Respondents.**

**ORDER DIRECTING**  
**DISBURSEMENT OF FAIR FUND**

On July 30, 2009, the Commission published a Notice of Proposed Distribution Plan and Opportunity for Comment proposed by the Division of Enforcement in connection with this proceeding (Exchange Act Release No. 60406). No substantive comments were received on the Proposed Distribution Plan ("Plan"), and on September 14, 2009, the Plan was approved (Exchange Act Release No. 60667).

The Plan provides that a Fair Fund consisting of \$140,750,000 in disgorgement and civil penalties, plus accumulated interest, be transferred to PNC Bank to be distributed by the Fund Administrator to injured investors according to the methodology set forth in the Plan. The Plan provides that the Commission staff will arrange for transfer of the Fair Fund when a list of payees and payment amounts validated at the IDC's direction by the Fund Administrator ("Payment File") has been submitted to the Commission staff. The Payment File for the first distribution in the amount of \$83,773,535.39 has been received and accepted by the staff.

Accordingly, it is ORDERED that the Commission staff shall transfer \$83,773,535.39 of the Fair Fund to PNC Bank, and the Fund Administrator shall distribute such monies to investors, as provided for in the Plan.

For the Commission, by its Secretary, pursuant to delegated authority.

Elizabeth M. Murphy  
Secretary