

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 64327 / April 22, 2011

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 Administrator¹ 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 third distribution in the amount of \$19,543,149.17 has been received and accepted by the staff.

Accordingly, it is ORDERED that the Commission staff shall transfer \$19,543,149.17 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

¹ The appointed Fund Administrator, PNC Global Investment Servicing (“PNCGIS”), was acquired by Bank of New York Mellon Corporation. PNCGIS is now known as BNY Mellon Asset Servicing, US Funds Services.