

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 70003 / July 18, 2013

ADMINISTRATIVE PROCEEDING
File No. 3-12448

In the Matter of

**STRONG CAPITAL
MANAGEMENT, INC,**

Respondent.

**ORDER AUTHORIZING THE TRANSFER
OF REMAINING FUNDS AND ANY
FUTURE FUNDS RECEIVED BY THE FAIR
FUND TO THE U.S. TREASURY,
DISCHARGING THE FUND
ADMINISTRATOR, AND TERMINATING
THE FAIR FUND**

On September 29, 2006, the U.S. Securities and Exchange Commission (“Commission”) issued an Order Instituting Administrative and Cease-And-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions pursuant to Section 203(e) of the Investment Advisers Act of 1940 and Sections 9(b) and 9(f) of the Investment Company Act of 1940 against Strong Capital Management, Inc. (“Order”). Investment Advisers Act Rel. No. 2560 (Sep. 29, 2006). The Commission ordered that Strong Capital Management, Inc. (“SCM”) be censured and pay disgorgement in the amount of \$1,004,371.50, prejudgment interest in the amount of \$181,556.10, and a civil money penalty of \$1,000,000. The Order also created a Fair Fund pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, as amended.

On August 3, 2011, the Commission issued an Order Appointing Fund Administrator and Waiving Bond Requirement (Exchange Act Rel. No. 65022 (Aug. 3, 2011)). On August 3, 2011, the Commission also issued a Notice of Proposed Plan of Distribution and Opportunity for Comment (Exchange Act Rel. No. 65023 (Aug. 3, 2011)). No comments were received. On October 3, 2011, the Commission issued an Order Approving Plan of Distribution (Exchange Act Rel. No. 65465 (Oct. 3, 2011)). On March 1, 2012, the Commission issued an Order Directing Disbursement of Fair Fund authorizing the disbursement of \$2,310,666.29 that included the original Fair Fund amount plus interest earned by the Fair Fund (Exchange Act Rel. No. 66496 (Mar. 1, 2012)).

More than \$1.9 million has been distributed to shareholders in the Strong High-yield Municipal Bond Fund (“HYMBF”). The Fair Fund was allocated *pro rata* to harmed shareholders as follows: 25% to shareholders who owned shares in the HYMBF as of December 31, 2002; 50% to shareholders who owned shares in the HYMBF as of December 31, 2003; and

25% to shareholders who owned shares in the HYMBF as of June 30, 2004. A balance of \$386,268.56 remains.

Paragraph 33 of the Plan of Distribution provides that the Fair Fund is eligible for termination after the final accounting by the Fund Administrator has been submitted and approved by the Commission, all taxes and fees have been paid, and all remaining funds have been transferred to the U.S. Treasury. The final accounting, which was submitted to the Commission pursuant to Rule 1105(f) of the Commission's Rules on Fair Fund and Disgorgement Plans, has been approved. All taxes and fees have been paid and the Commission is in possession of the remaining funds.

Accordingly, IT IS ORDERED that:

1. The \$386,268.56 balance in the Fair Fund shall be transferred to the U.S. Treasury, and any future funds received by the Fair Fund shall also be transferred to the U.S. Treasury;
2. The Fund Administrator is discharged; and
3. The Fair Fund is terminated.

By the Commission.

Elizabeth M. Murphy
Secretary