

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 60667 / September 14, 2009

ADMINISTRATIVE PROCEEDING
FILE NO. 3-11498

In the Matter of

**Strong Capital Management, Inc.,
Strong Investor Services, Inc.,
Strong Investments, Inc., Richard S.
Strong, Thomas A. Hooker, Jr. and
Anthony J. D'Amato**

**ORDER APPROVING DISTRIBUTION
PLAN, APPOINTING AN
ADMINISTRATOR, AND WAIVING
BOND**

On May 20, 2004, in the above-captioned matter, the Securities and Exchange Commission (“Commission”) issued 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”) (Securities Exchange Act Release No. 49741). The Order directed Respondents Strong Capital Management, Inc. (“SCM”), Richard S. Strong, and Anthony D'Amato to pay a total of \$140,750,000 in disgorgement and civil penalties, which was placed in a Fair Fund authorized by the Commission pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002. The Order further directed that SCM retain an IDC to “develop a Distribution Plan for the distribution of all of the disgorgement and penalties provided for in the Order, and any interest or earnings thereon, according to a methodology developed in consultation with SCM and acceptable to the staff of the Commission and the independent directors of the investment company.” SCM retained Professor Michael R. Gibbons to serve as the IDC. As required by the Order, Professor Gibbons submitted a proposed plan of distribution (“Distribution Plan”) for the distribution of the \$140,750,000, plus accumulated interest, to the Division of Enforcement, which submitted the plan to the Commission.

On June 30, 2009, the Commission published a “Notice of Proposed Distribution Plan and Opportunity for Comment” (“Notice”) (Securities Exchange Act Release No. 60406) in connection with this proceeding pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103. This Notice advised interested parties that they could obtain a copy of the Distribution Plan from the Commission’s public website or by submitting a written request to Kara M. Washington

in the Commission's Chicago Regional Office. The Notice also advised that all persons desiring to comment on the Distribution Plan could submit their views to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549-1090; use the Commission's Internet comment form (<http://www.sec.gov/litigation/admin.shtml>); or send an e-mail to rule-comments@sec.gov no later than August 31, 2009. The Commission received no substantive comments on the Distribution Plan.

As proposed in the Distribution Plan, eligible investors will receive a share of the Fair Fund as calculated by the IDC. The Distribution Plan describes the procedures that will be used to calculate the total amounts to be paid to eligible investors and distribute those amounts to eligible investors. Eligible investors are those investors who held shares in the following 24 mutual funds during various periods, as described in the Distribution Plan, from 1998 through 2003: Small Company Value; All Cap Value; Large Cap Growth; Opportunity; Government Securities; Discovery; International Stock; Asia Pacific; Growth; Small Cap; Multi Cap Growth; Growth 20; Balanced Asset; Dow 30 Value; Large Cap Core; Overseas; Enterprise; Mid Cap Disciplined; U.S. Emerging Growth; Technology 100; Advisor U.S. Value; Advisor Mid Cap Growth; Advisor Small Cap Value; and High-Yield Bond.

The Division of Enforcement proposes that the Commission:

- (1) approve the Distribution Plan submitted by the IDC as written;
- (2) appoint PNC Global Investment Servicing, a wholly-owned subsidiary of the PNC Financial Services Group, as the Fund Administrator as proposed by the Distribution Plan; and
- (3) waive the bond requirement of the Fund Administrator for the good cause shown in the Distribution Plan.

Accordingly, pursuant to Rule 1104 of the Commission's Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1104, IT IS HEREBY ORDERED that the Distribution Plan is approved.

IT IS FURTHER ORDERED, pursuant to Rules 1105(a) and (c) of the Commission's Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1105, that PNC Global Investment Servicing is appointed as the Fund Administrator in accordance with the terms of the Distribution Plan and that the bond requirement is waived for good cause shown.

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

Elizabeth M. Murphy
Secretary