

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 66496 / March 1, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-12448

In the Matter of

**STRONG CAPITAL MANAGEMENT,
INC.,**

Respondent.

**ORDER DIRECTING
DISBURSEMENT OF FAIR
FUND**

On August 3, 2011, the United States Securities and Exchange Commission (“Commission”) issued a Notice of Proposed Plan of Distribution and Opportunity for Comment (Exchange Act Rel. No. 65023) pursuant to Rule 1103 of the Commission’s Rules on Fair Funds and Disgorgement, 17 C.F.R. §201.1103. The Notice advised parties they could obtain a copy of the Distribution Plan at www.sec.gov. The Notice also advised that all persons desiring to comment on the Distribution Plan could submit their comments, in writing, within thirty (30) days of the date of the Notice. No comments were received by the Commission in response to the Notice. On October 3, 2011, the Commission issued an Order Approving Plan of Distribution. (Exchange Act Rel. No. 65465).

The Distribution Plan provides that the Commission will arrange for distribution of the Fair Fund when a payment file listing the payees with the identification information required to make the distribution has been received and accepted. The validated payment file has been received and accepted in the amount of \$2,310,666.29.

Accordingly, it is ORDERED that the Commission staff shall disburse the Fair Fund in the amount stated in the validated payment file of \$2,310,666.29, as provided for in the Distribution Plan.

By the Commission.

Elizabeth M. Murphy
Secretary