

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING  
File No. 3-11498

SEP 29 2005

In the Matter of

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

Respondents.

ORDER CREATING A FAIR FUND

I.

FACTS

1. On May 20, 2004, 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 against Strong Capital Management, Inc. ("SCM"), Strong Investor Services, Inc., Strong Investments, Inc., Richard S. Strong ("Strong"), Thomas A. Hooker, Jr. and Anthony J. D'Amato ("D'Amato") ("May 20, 2004 Order"). Among other things, the May 20, 2004 Order directed Strong to pay \$30 million in disgorgement and \$30 million in civil penalties, SCM to pay \$40 million in disgorgement and \$40 million in civil penalties, and D'Amato to pay \$375,000 in disgorgement and \$375,000 in civil penalties.

2. The May 20, 2004 Order further stated that the civil penalties may be added to a Fair Fund (the "Distribution Fund") to be distributed pursuant to a distribution plan drawn up by an Independent Distribution Consultant.

3. In accordance with the provisions of the May 20, 2004 Order, Strong has paid \$30 million in disgorgement and \$30 million in civil penalties, SCM has paid \$40 million in disgorgement and \$40 million in civil penalties, and D'Amato has paid \$375,000 in

disgorgement and \$375,000 in civil penalties. These payments may be distributed through the Distribution Fund.

**II.**

In view of the foregoing, it is ORDERED that:

1. Pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, a Distribution Fund is hereby established for the disgorgement and penalty funds paid by Strong, SCM and D'Amato.

By the Commission.

Jonathan G. Katz  
Secretary