

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 65022 / August 3, 2011

ADMINISTRATIVE PROCEEDING
File No. 3-12448

In the Matter of

**STRONG CAPITAL MANAGEMENT,
INC.,**

Respondent.

**ORDER APPOINTING FUND
ADMINISTRATOR AND
WAIVING BOND
REQUIREMENT**

On September 29, 2006, Respondent consented to 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 (“Order”). The Order found, among other things, that Respondent was the investment adviser to Strong High-Yield Municipal Bond Fund, Inc. (“Fund”) and that Respondent made a materially misleading statement about the Fund and failed to effectively disclose material facts in the Fund’s 2002-2003 shareholder reports concerning forbearance agreements that the Fund entered into with two obligors on bonds in the Fund’s

portfolio. The Order established a Fair Fund under Section 308(a) of the Sarbanes-Oxley Act of 2002.

Pursuant to the Order, a plan will be proposed for the distribution of the Fair Fund. The Fair Fund is comprised of \$2,185,927.60 paid by the Respondent, plus accumulated interest, less any federal, states, or local taxes on the interest.

The Division of Enforcement (“Division”) seeks approval of the appointment of Michael R. Gibbons (“Gibbons”) as Fund Administrator for the Proposed Plan of Distribution and approval of the waiver of the bond requirement for Gibbons for good cause shown and pursuant to Rule 1105(c) of the Commission’s Rules of Fair Fund and Disgorgement Plans.

The proposed plan contemplates the distribution of funds now at the Department of Treasury Bureau of Public Debt to shareholders in the Fund who owned shares of the Fund on December 31, 2002, December 31, 2003, and/or June 30, 2004. Gibbons will not have possession of the Fair Fund.

IT IS HEREBY ORDERED that Gibbons is appointed as the Fund Administrator and that the bond requirements of the Fund Administrator is waived for good cause shown.

By the Commission.

Elizabeth M. Murphy
Secretary