



MUTUAL FUNDS

July 31, 2019

# Annual Report

## USAA Income Fund

**Fund  
Shares**

USAIX

**Institutional  
Shares**

UIINX

**Adviser  
Shares**

UINCX

**R6  
Shares**

URIFX

Beginning on January 1, 2021, as permitted by regulations adopted by the Securities and Exchange Commission, paper copies of the Fund's shareholder reports like this one will no longer be sent by mail, unless you specifically request paper copies of the reports from the Fund or from your financial intermediary, such as a broker-dealer or bank. Instead, the reports will be made available on [usaa.com](http://usaa.com), and you will be notified by mail each time a report is posted and provided with a website link to access the report.

If you already elected to receive shareholder reports electronically, you will not be affected by this change and you need not take any action. You may elect to receive shareholder reports and other communications from the Fund or your financial intermediary electronically by notifying your financial intermediary directly, or if you are a direct investor, by calling (800) 235-8396 or logging on to [usaa.com](http://usaa.com).

You may elect to receive all future reports in paper free of charge. You can inform the Fund or your financial intermediary that you wish to continue receiving paper copies of your shareholder reports by notifying your financial intermediary directly, or if you are a direct investor, by calling (800) 235-8396 or logging on to [usaa.com](http://usaa.com). Your election to receive reports in paper will apply to all funds held with the USAA family of funds or your financial intermediary.

Victory Capital means Victory Capital Management Inc., the investment manager of the USAA Mutual Funds. USAA Mutual Funds are distributed by Victory Capital Advisers, Inc., a broker dealer registered with FINRA and an affiliate of Victory Capital. Victory Capital and its affiliates are not affiliated with United Services Automobile Association or its affiliates. USAA and the USAA logos are registered trademarks and the USAA Mutual Funds and USAA Investments logos are trademarks of United Services Automobile Association and are being used by Victory Capital and its affiliates under license.

## PRESIDENT'S MESSAGE

*“. . . now may be an opportune time for investors to ensure that their portfolios are well diversified and that their overall allocation is appropriate for their particular risk appetite.”*



### September 2019

Although the bull market in equities has continued running, it was not without a few missteps. Trade turmoil, questions surrounding global economic growth, changing monetary policy, and geopolitical disputes have all led to increased volatility. But through it all, domestic stocks, as measured by the S&P 500® Index, still managed an annual return of approximately 8% for the 12-month period ended July 31, 2019.

Given the sometimes dire news flow and ample cross-currents, it's no surprise that volatility returned to the market. On one hand, the U.S. economy continues to look good. The unprecedented streak of job creation has continued uninterrupted, and unemployment is bouncing along historic lows at 3.7%. The consumer remains resilient and inflation is tepid. On the flip side, however, U.S. trade policy seems to be evolving, with new tariffs threatened and implemented. The markets generally dislike this type of trade turmoil and uncertainty, and the ongoing tensions between the United States and China (and other trading partners) threaten to upend global supply chains and hinder economic growth.

It's not just the stock market that has been dealing with volatility. The bond market also has experienced volatility, due largely to the U.S. Federal Reserve's (the "Fed") famous "pivot" in late 2018. Against the backdrop of rapidly falling equities in the fourth quarter of 2018, the Fed signaled that its next policy move would be to lower—not increase—short-term interest rates. This immediately altered the yield environment.

Meanwhile, the U.S. Treasury yield curve continued to flatten and, in fact, inverted—whereby shorter-term yields became higher than longer-term

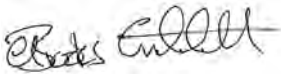
yields. Such a yield-curve inversion is a worrying sign as it sometimes, but not always, portends to a recession.

Although we are not predicting a recession, we must acknowledge that risks have increased for an economic slowdown. Given that the current run in stocks is more than a decade old, it's important for investors to keep perspective that the bull market cannot continue forever. Therefore, now may be an opportune time for investors to ensure that their portfolios are well diversified and that their overall allocation is appropriate for their particular risk appetite.

As previously announced, USAA, the parent company of USAA Asset Management Company ("AMCO"), the prior investment adviser to the USAA Mutual Funds, announced that AMCO would be acquired by Victory Capital Holdings, Inc., ("Victory Holdings"), a global investment management firm headquartered in Cleveland, Ohio (the "Transaction"). In connection with the Transaction, shareholders of each USAA Mutual Fund approved a new investment advisory agreement with Victory Capital Management Inc. ("Victory Capital"), an indirect wholly-owned subsidiary of Victory Holdings. The closing of the Transaction occurred on July 1, 2019, and Victory Capital became the investment adviser to each USAA Mutual Fund. On the following pages, you will find information relating to your USAA Investments, which is now a Victory Capital Investment Franchise. If you have any questions about your investments, we encourage you to engage your financial advisor or else contact us directly at 800-235-8396 or visit [usaa.com](http://usaa.com).

My colleagues and I sincerely appreciate the confidence you have placed in us, and we value the opportunity to help you meet your investment goals.

Sincerely,



Brooks Englehardt  
President

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*This report is for the information of the shareholders and others who have received a copy of the currently effective prospectus of the Fund, managed by Victory Capital Management Inc. It may be used as sales literature only when preceded or accompanied by a current prospectus, which provides further details about the Fund.*

## IRA DISTRIBUTION WITHHOLDING DISCLOSURE

We generally must withhold federal income tax at a rate of 10% of the taxable portion of your distribution and, if you live in a state that requires state income tax withholding, at your state's tax rate. However, you may elect not to have withholding apply or to have income tax withheld at a higher rate. Any withholding election that you make will apply to any subsequent distribution unless and until you change or revoke the election. If you wish to make a withholding election or change or revoke a prior withholding election, call (800) 235-8396.

If you do not have a withholding election in place by the date of a distribution, federal income tax will be withheld from the taxable portion of your distribution at a rate of 10%. If you must pay estimated taxes, you may be subject to estimated tax penalties if your estimated tax payments are not sufficient and sufficient tax is not withheld from your distribution.

For more specific information, please consult your tax adviser.

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# MANAGERS' COMMENTARY ON THE FUND

USAA Investments, A Victory Capital Investment Franchise

**Julianne Bass**, CFA

**Kurt Daum**, JD

**James F. Jackson Jr.**, CFA

**R. Neal Graves**, CFA, CPA

**Brian W. Smith**, CFA, CPA

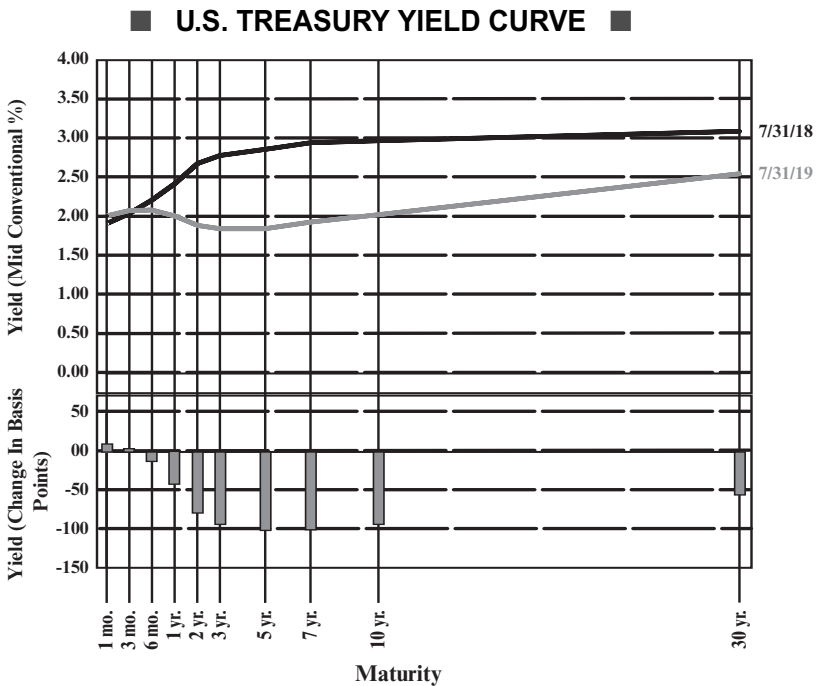
**John Spear**, CFA

## ■ What were market conditions during the 12-month reporting period ended July 31, 2019?

When the reporting period started in August 2018, investors expected the U.S. Federal Reserve (the “Fed”) to continue raising short-term interest rates into 2019. This outlook changed in November 2018, as investors grew concerned about a potential trade war between the United States and China, uncertainty related to the United Kingdom’s exit from the European Union, slowing global economic growth, a stronger U.S. dollar, and the possibility of a U.S. government shutdown. Interest rates on maturities of six months and longer began to trend downward, pushing bond prices higher. Investors’ concerns persisted into December 2018, which also was notable for the beginning of a U.S. government shutdown that lasted 35 days. Although Fed officials raised short-term interest rates at the December policy meeting, their tone turned more dovish. In March 2019, the Fed left rates unchanged and indicated it would stop its balance sheet runoff earlier than expected. (Since October 2017, the Fed has been trimming its balance sheet by gradually decreasing the reinvestment of maturing holdings of U.S. Treasury and government-sponsored mortgage-backed securities.) These actions, along with the Fed’s softer language about the U.S. economy, generally sent interest rates lower, with the market anticipating zero Fed interest rate increases in the 2019 calendar year. In June 2019, Fed policymakers indicated an interest rate cut was possible if the economic outlook weakened. The bond market responded by pricing in an interest

rate cut as soon as July 2019. On July 31, 2019, the Fed cut short-term interest rates and said it would end its balance sheet reduction on August 1, 2019, two months earlier than previously announced.

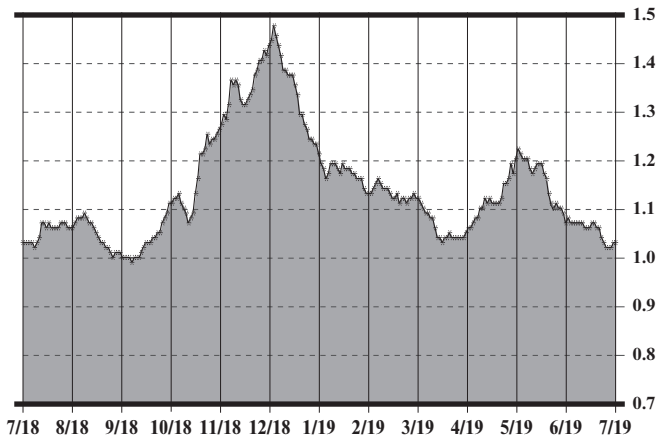
During the reporting period, U.S. Treasury yields fell along the curve, except those on one-month and three-month maturities, which ended the period higher than they began. The two-year U.S. Treasury yield decreased 80 basis points, while 10-year and 30-year U.S. Treasury yields dropped 95 and 56 basis points, respectively. (A basis point is 1/100<sup>th</sup> of a percentage point.) Expectations about Fed monetary policy also led to an inversion in the very short end of the curve, with the 10-year U.S. Treasury yield falling below the one-month U.S. Treasury yield. The inversion occurred as the U.S. entered its tenth year of recovery from the financial crisis, with ongoing economic growth and strong employment levels.



Source: Bloomberg Finance L.P.

With the exception of high-yield spreads, credit spreads (yield differentials between corporate bonds and U.S. Treasury securities of comparable maturity) ended the reporting period largely unchanged. AAA and BBB spreads widened by four and two basis points, respectively. AA spreads were flat, while A spreads tightened by eight basis points. High-yield spreads widened by 35 basis points. (Spreads are generally considered an indication of risk; the wider the spread, the greater the perceived risk.)

■ **Bloomberg Barclays U.S. Aggregate Credit Index** ■  
Average Option Adjusted Spread



■ **How did the USAA Income Fund (the “Fund”) perform during the reporting period?**

The Fund has four share classes: Fund Shares, Institutional Shares, Adviser Shares, and R6 Shares. For the reporting period ended July 31, 2019, the Fund Shares, Institutional Shares, Adviser Shares, and R6 Shares had total returns of 8.50%, 8.50%, 8.20%, and 8.68%, respectively. This compares to returns of 8.08% for the Bloomberg Barclays U.S. Aggregate Bond Index (the “Index”) and 10.11% for the Lipper A Rated Bond Funds Index. At the same time, the Fund Shares, Institutional

Refer to page 5 for benchmark definitions.

**Past performance is no guarantee of future results.**

Shares, Adviser Shares, and R6 Shares provided a one-year dividend yield of 3.36%, 3.16%, 3.44%, and 3.53%, respectively, compared to 2.80% for the Lipper A Rated Bond Funds Index.

Victory Capital Management Inc. (the “Manager” or “Victory Capital”) is the Fund’s investment adviser. The investment adviser provides day-to-day discretionary management for the Fund’s assets.

### ■ What were your strategies in this environment?

The Fund generated a positive total return and outperformed the Index, driven by price appreciation and to a lesser extent, income generation. As bond prices rose during the reporting period, the Fund’s overweight position in corporate bonds, the strongest-performing sector in the fixed income market, bolstered relative returns. The Fund also benefited from its holdings of commercial mortgage-backed securities, asset backed securities, and bank loans. These positive results were offset somewhat by the portfolio’s underweights and duration positioning in U.S. Treasury securities and agency mortgage-backed securities. (Duration is a measure of interest-rate sensitivity.) As of July 31, 2019, the Fund’s SEC yield was 3.02%. This compares to an SEC yield of 3.57% on July 31, 2018.

During the reporting period, we continued to build the portfolio bond by bond. We seek ideas where our fundamental understanding of the credit risk is different than that of the market, working with our team of analysts to evaluate each potential investment individually, rather than on the basis of thematic trends. Our analysts continued to analyze and monitor every holding in the portfolio. We are committed to building a portfolio diversified among multiple asset classes and across a large number of issuers. To minimize the Fund’s exposure to potential surprises, we limit the positions we take in any one issuer.

Thank you for allowing us to help you with your investment needs.

As interest rates rise, bond prices generally fall; given the historically low interest rate environment, risks associated with rising interest rates may be heightened. • Diversification is a technique intended to help reduce risk and does not guarantee a profit or prevent a loss. • Mortgage-backed securities have prepayment, extension, credit, and interest rate risks. Generally, when interest rates decline, prepayments accelerate beyond the initial pricing assumptions and may cause the average life of the securities to shorten. Also the market value may decline when interest rates rise because prepayments decrease beyond the initial pricing assumptions and may cause the average life of the securities to extend.



# INVESTMENT OVERVIEW

## ■ AVERAGE ANNUAL TOTAL RETURNS AS OF 7/31/19 ■

	1 Year	5 Year	10 Year	Since* Inception	Inception Date
Fund Shares	8.50%	3.59%	5.04%	–	–
Institutional Shares	8.50%	3.64%	5.15%	–	–
Adviser Shares	8.20%	3.35%	–	3.93%	8/01/10
R6 Shares	8.68%	–	–	5.04%	12/01/16
Bloomberg Barclays U.S. Aggregate Bond Index** (reflects no deduction for fees, expenses, or taxes)	8.08%	3.04%	3.75%	–	–
Lipper A Rated Bond Funds Index*** (reflects no deduction for taxes)	10.11%	4.11%	5.16%	–	–

\*Since inception returns are shown when a share class has less than 10 years of performance. Total returns for periods of less than one year are not annualized.

\*\*The unmanaged Bloomberg Barclays U.S. Aggregate Bond Index covers the U.S. investment-grade rated bond market, including government and credit securities, agency mortgage pass-through securities, asset-backed securities, and commercial mortgage-backed securities that have remaining maturities of more than one year.

\*\*\*The unmanaged Lipper A Rated Bond Funds Index tracks the total return performance of funds within the Lipper Corporate Debt Funds A Rated category.

**The performance data quoted represents past performance and is no guarantee of future results. Current performance may be higher or lower than the performance data quoted. The return and principal value of an investment will fluctuate, so that an investor's shares, when redeemed, may be worth more or less than their original cost. For performance data current to the most recent month-end, visit [usaa.com](http://usaa.com).**

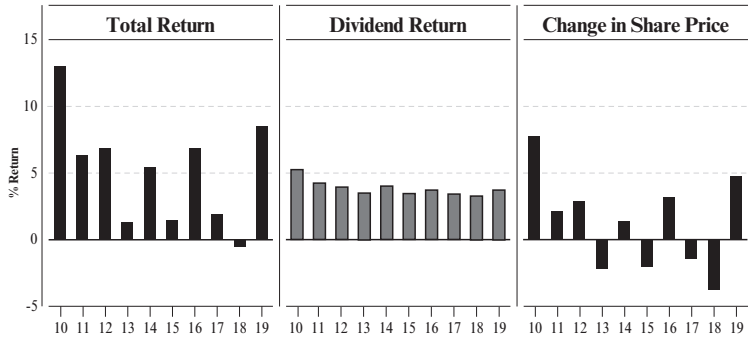
Total return measures the price change in a share assuming the reinvestment of all net investment income and realized capital gain distributions, if any. The total returns quoted do not reflect adjustments made to the enclosed financial statements in accordance with U.S. generally accepted accounting principles or the deduction of taxes that a shareholder would pay on net investment income and realized capital gain distributions, including reinvested distributions, or redemptions of shares.

## Average Annual Compounded Returns with Reinvestment of Dividends – Periods Ended July 31, 2019

	Total Return	=	Dividend Return	+	Price Change
<b>10 Years</b>	5.04%	=	3.83%	+	1.21%
<b>5 Years</b>	3.59%	=	3.50%	+	0.09%
<b>1 Year</b>	8.50%	=	3.73%	+	4.77%

The performance data quoted represents past performance and is no guarantee of future results. Current performance may be higher or lower than the performance data quoted. The return and principal value of an investment will fluctuate, so that an investor's shares, when redeemed, may be worth more or less than their original cost. For performance data current to the most recent month-end, visit [usaa.com](http://usaa.com).

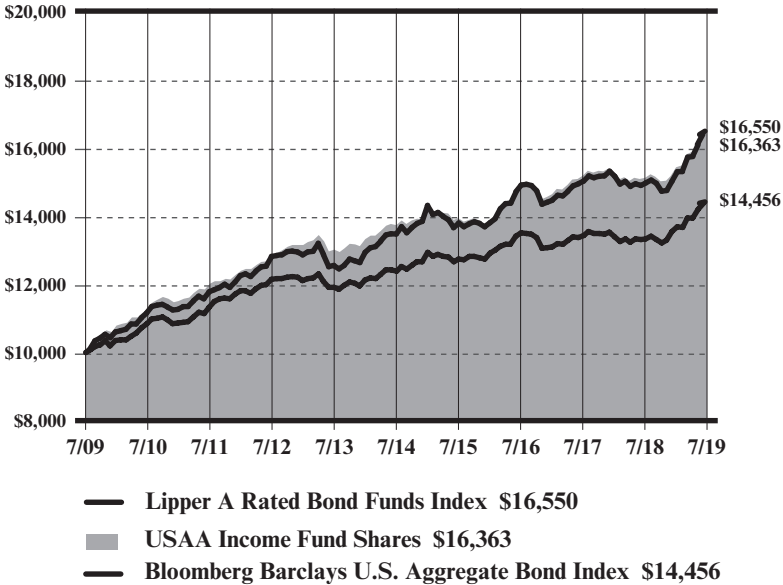
## Annual Total Returns and Compounded Dividend Returns for One-Year Periods Ended July 31, 2010–July 31, 2019



**Note the role that dividend returns play in the Fund Shares' total return over time. Share prices and dividend rates will vary from period to period. However, dividend returns generally are more consistent and less volatile than share prices.**

Total return measures the price change in a share assuming the reinvestment of all net investment income and realized capital gain distributions, if any. Dividend return is the net investment income dividends received over the period, assuming reinvestment of all dividends. Share price change is the change in net asset value over the period adjusted for realized capital gain distributions. The returns quoted do not reflect adjustments made to the enclosed financial statements in accordance with U.S. generally accepted accounting principles or the deduction of taxes that a shareholder would pay on distributions (including capital gains distributions), redemption of shares, or reinvested net investment income.

## ■ GROWTH OF \$10,000 INVESTMENT ■

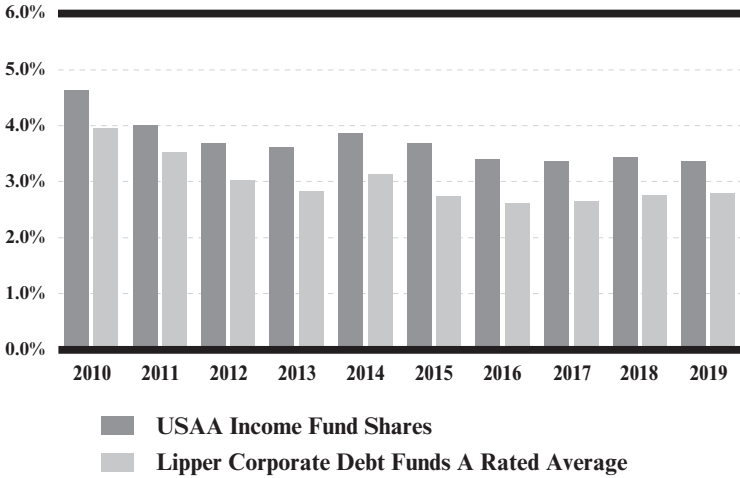


Data from 7/31/09 through 7/31/19.

The graph illustrates the comparison of a \$10,000 hypothetical investment in the USAA Income Fund Shares to the benchmarks listed above (see page 5 for benchmark definitions).

Past performance is no guarantee of future results, and the cumulative performance quoted does not reflect the deduction of taxes that a shareholder would pay on distributions or the redemption of shares. Indexes are unmanaged, and you cannot invest directly into an index. The return information for the indexes does not reflect the deduction of any fees, expenses, or taxes, except that the Lipper A Rated Bond Funds Index reflects the fees and expenses of the underlying funds included in the index.

## 12-MONTH DIVIDEND YIELD COMPARISON

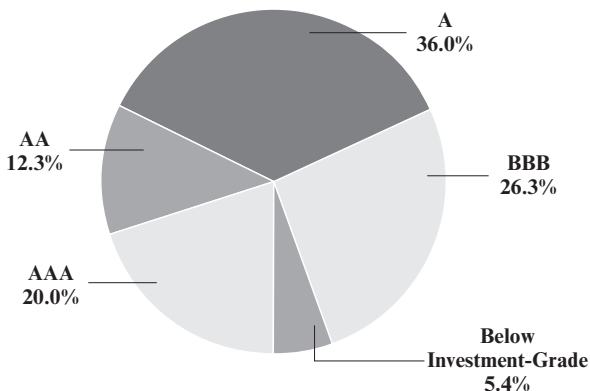


The 12-month dividend yield is computed by dividing net investment income dividends paid during the previous 12 months by the latest adjusted month-end net asset value. The yields quoted do not reflect adjustments made to the enclosed financial statements in accordance with U.S. generally accepted accounting principles. The net asset value is adjusted for a portion of the capital gains, if any, distributed during the previous nine months. The graph represents data for periods ending 7/31/10 through 7/31/19.

The Lipper Corporate Debt Funds A Rated Average is the average performance level of all corporate A rated debt funds, reported by Lipper Inc., an independent organization that monitors the performance of mutual funds.

## ■ PORTFOLIO RATINGS MIX – 7/31/19 ■

(% of Net Assets)



This chart reflects the highest long-term rating from a Nationally Recognized Statistical Rating Organization (NRSRO), with the four highest long-term credit ratings labeled, in descending order of credit quality, AAA, AA, A, and BBB. These categories represent investment-grade quality. NRSRO ratings are shown because they provide independent analysis of the credit quality of the Funds' investments. Victory Capital (the Manager) also performs its own fundamental credit analysis of each security. As part of its fundamental credit analysis, the Manager considers various criteria, including industry specific actions, peer comparisons, payment ranking, and structure specific characteristics. Any of the Funds' securities that are not rated by an NRSRO appear in the chart above as "Unrated," but these securities are analyzed and monitored by the Manager on an ongoing basis. Government securities that are issued or guaranteed as to principal and interest by the U.S. government and pre-refunded and escrowed-to-maturity municipal bonds that are not rated are treated as AAA for credit quality purposes.

Percentages are of the total market value of the Fund's investments.

Refer to the Portfolio of Investments for a complete list of securities.

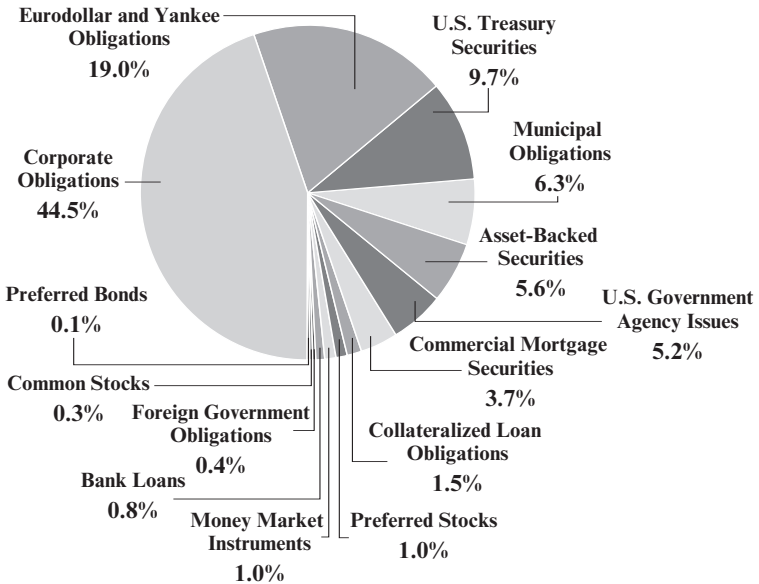
■ **TOP 10 HOLDINGS\* – 7/31/19** ■

(% of Net Assets)

U.S. Treasury Note, 2.00%, 2/15/2025 .....	1.0%
U.S. Treasury Bond, 2.50%, 2/15/2045 .....	0.8%
U.S. Treasury Bond, 2.38%, 1/15/2025 .....	0.7%
U.S. Treasury Bond, 2.50%, 2/15/2046 .....	0.7%
U.S. Treasury Note, 2.63%, 11/15/2020 .....	0.6%
U.S. Treasury Note, 1.63%, 2/15/2026 .....	0.6%
U.S. Treasury Bond, 2.75%, 8/15/2042 .....	0.5%
U.S. Treasury Bond, 3.88%, 8/15/2040 .....	0.4%
SBA Tower Trust, 3.45%, 3/15/2023 .....	0.4%
Nationwide Mutual Insurance Co., 4.70%, 12/15/2024 .....	0.4%

■ **ASSET ALLOCATION\*\* – 7/31/19** ■

(% of Net Assets)



\*Does not include money market instruments, and short term investments purchased with cash collateral from securities loaned.

\*\*Does not include short-term investments purchased with cash collateral from securities loaned.

Percentages are of the net assets of the Fund and may not equal 100%.

Refer to the Portfolio of Investments for a complete list of securities.

# SHAREHOLDER VOTING RESULTS

On April 18, 2019, a special meeting of shareholders was held to vote on two proposals relating to the series of the USAA Mutual Funds Trust (“Trust”). Shareholders of record on February 8, 2019, were entitled to vote on each proposal shown below. The proposals were approved by the shareholders.

The following proposals and voting results pertain to one or more series within the Trust. Votes shown for Proposal 1 are for the Fund, a series of the Trust. Votes shown for Proposal 2 are for all series of the Trust. The effective date of the Proposals was July 1, 2019.

## PROPOSAL 1

To approve a new Investment Advisory Agreement between the Trust, on behalf of the Fund, and Victory Capital Management Inc. (“Victory Capital”), an independent investment adviser. The new Investment Advisory Agreement became effective upon the closing of the Transaction (as defined and discussed in Note 1 to the Financial Statements) whereby USAA Asset Management Company (“AMCO”) was acquired by Victory Capital Holdings, Inc., the parent company of Victory Capital.

Number of shares voting		
For	Against	Abstain
409,588,889	14,988,426	8,795,316

## PROPOSAL 2

Election of two new trustees to the Trust’s Board of Trustees to serve upon the closing of the Transaction: (1) David C. Brown, to serve as an “interested person” as defined in the Investment Company Act of 1940, as amended (1940 Act) (“Interested Trustee”); and (2) John C. Walters, to serve as a trustee who is not an “interested person” as is defined under the 1940 Act (“Independent Trustee”).

Trustees	Number of shares voting	
	For	Votes Withheld
David C. Brown	8,299,565,565	820,887,736
John C. Walters	8,317,935,885	802,517,416

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# DISTRIBUTIONS TO SHAREHOLDERS

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The following federal tax information related to the Fund's fiscal year ended July 31, 2019, is provided for information purposes only and should not be used for reporting to federal or state revenue agencies. Federal tax information for the calendar year will be reported to you on Form 1099-DIV in January 2020.

With respect to distributions paid, the Fund designates the following amounts (or, if subsequently determined to be different, the maximum amount allowable) for the fiscal year ended July 31, 2019:

<b>Dividend Received Deduction (corporate shareholders)<sup>(1)</sup></b>	<b>Long-Term Capital Gain Distributions<sup>(2)</sup></b>	<b>Qualified Interest Income</b>
1.06%	\$2,039,000	\$268,309,000

<sup>(1)</sup> Presented as a percentage of net investment income and short-term capital gain distributions paid, if any.

<sup>(2)</sup> Pursuant to Section 852 of the Internal Revenue Code.

For the fiscal year ended July 31, 2019, the Fund hereby designates the maximum amount allowable of its net taxable income as qualified dividends taxed at individual net capital gain rates.



# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

## To the Shareholders and Board of Trustees of USAA Income Fund:

### Opinion on the Financial Statements

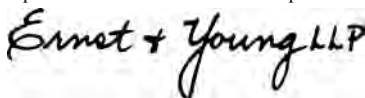
We have audited the accompanying statement of assets and liabilities USAA Income Fund (the “Fund”) (one of the funds constituting the USAA Mutual Funds Trust (the “Trust”)), including the portfolio of investments, as of July 31, 2019, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, the financial highlights for each of the five years in the period then ended and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund (one of the funds constituting the USAA Mutual Funds Trust) at July 31, 2019, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended and its financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

### Basis for Opinion

These financial statements are the responsibility of the Trust’s management. Our responsibility is to express an opinion on the Fund’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Trust in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Trust is not required to have, nor were we engaged to perform, an audit of the Trust’s internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Trust’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of July 31, 2019, by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

The signature of Ernst & Young LLP is written in a cursive, handwritten style in black ink.

We have served as the auditor of one or more Victory Capital investment companies since 1995.

San Antonio, Texas

September 20, 2019

# PORTFOLIO OF INVESTMENTS

July 31, 2019

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>BONDS (96.8%)</b>				
<b>ASSET-BACKED SECURITIES (5.6%)</b>				
<b><u>Asset Backed Securities (5.1%)</u></b>				
<b>Automobile ABS (1.8%)</b>				
\$ 5,000	AmeriCredit Automobile Receivables Trust	3.65%	5/09/2022	\$ 5,058
9,650	AmeriCredit Automobile Receivables Trust	2.71	9/08/2022	9,678
5,000	AmeriCredit Automobile Receivables Trust	2.60	9/18/2023	4,989
4,000	AmeriCredit Automobile Receivables Trust	3.59	6/18/2024	4,088
2,827	Avis Budget Rental Car Funding AESOP, LLC <sup>(a)</sup>	4.94	6/20/2022	2,894
6,000	Avis Budget Rental Car Funding AESOP, LLC <sup>(a)</sup>	3.36	11/20/2022	6,051
5,250	Avis Budget Rental Car Funding AESOP, LLC <sup>(a)</sup>	4.27	3/20/2025	5,527
7,500	Avis Budget Rental Car Funding AESOP, LLC <sup>(a)</sup>	3.55	9/22/2025	7,687
6,500	California Republic Auto Receivables Trust	2.91	12/15/2022	6,511
1,250	Canadian Pacer Auto Receivables Trust <sup>(a)</sup>	3.63	1/19/2024	1,284
1,376	Centre Point Funding, LLC <sup>(a)</sup>	2.61	8/20/2021	1,369
6,000	Chesapeake Funding II, LLC <sup>(a)</sup>	3.52	8/15/2030	6,109
6,000	Chesapeake Funding II, LLC <sup>(a)</sup>	3.81	1/15/2031	6,170
2,500	CPS Auto Receivables Trust <sup>(a)</sup>	2.84	6/16/2025	2,497
4,850	Credit Acceptance Auto Loan Trust <sup>(a)</sup>	3.35	6/15/2026	4,869
3,000	Hertz Vehicle Financing II, LP <sup>(a)</sup>	2.65	7/25/2022	2,995
6,250	Hertz Vehicle Financing II, LP <sup>(a)</sup>	4.10	3/25/2023	6,391
8,667	Hertz Vehicle Financing II, LP <sup>(a)</sup>	3.29	10/25/2023	8,790
5,000	Hertz Vehicle Financing, LLC <sup>(a)</sup>	4.03	7/25/2024	5,221
8,500	OneMain Direct Auto Receivables Trust <sup>(a)</sup>	2.82	7/15/2024	8,495
12,000	OSCAR U.S. Funding Trust IX, LLC <sup>(a)</sup>	3.63	9/10/2025	12,324
4,760	OSCAR U.S. Funding Trust VIII, LLC <sup>(a)</sup>	3.50	5/12/2025	4,860
16,400	Santander Drive Auto Receivables Trust	3.39	4/15/2022	16,534
1,143	Tesla Auto Lease Trust <sup>(a)</sup>	2.75	2/20/2020	1,143
4,500	Westlake Automobile Receivables Trust <sup>(a)</sup>	6.41	5/15/2023	4,548
4,000	World Omni Auto Receivables Trust	3.87	8/15/2025	4,182
				<u>150,264</u>
<b>Credit Card ABS (0.2%)</b>				
18,417	Synchrony Credit Card Master Note Trust	3.87	5/15/2026	<u>18,920</u>
<b>Other ABS (2.4%)</b>				
4,000	Ares Ltd. (3 mo. LIBOR + 1.65%) <sup>(a)</sup>	3.93 <sup>(b)</sup>	4/22/2031	3,988
1,951	BCC Funding XIII, LLC <sup>(a)</sup>	4.78	8/20/2022	1,987

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 25,000	Element Rail Leasing I, LLC <sup>(a)</sup>	3.67%	4/19/2044	\$ 25,041
5,625	ExteNet, LLC <sup>(a)</sup>	3.20	7/26/2049	5,618
2,000	Goldentree Loan Management U.S. Ltd.	1.00	10/20/2032	2,000
15,000	Hawaii Dept. of Business Economic Dev. & Tourism	3.24	1/01/2031	15,532
8,000	InSite Issuer, LLC <sup>(a)</sup>	4.10	12/15/2048	8,411
20,000	Louisiana Environmental Facilities & Community Dev. Auth.	3.24	8/01/2028	20,595
5,320	Madison Park Funding Ltd. <sup>(a)</sup>	1.00	4/20/2030	5,230
2,750	MMAF Equipment Finance, LLC <sup>(a)</sup>	2.68	7/16/2027	2,769
9,937	MMAF Equipment Finance, LLC <sup>(a)</sup>	2.49	2/19/2036	9,951
15,625	NP SPE II, LLC <sup>(a)</sup>	4.22	10/21/2047	16,277
5,000	Project Silver <sup>(a),(c)</sup>	3.97	7/15/2044	5,000
15,545	PSNH Funding, LLC	3.81	2/01/2035	16,893
6,067	Renew Financial <sup>(a)</sup>	3.95	9/20/2053	6,322
1,495	Renew Financial <sup>(a)</sup>	3.22	9/22/2053	1,539
4,681	Sapphire Aviation Finance I Ltd. <sup>(a)</sup>	4.25	3/15/2040	4,776
5,000	SBA Tower Trust <sup>(a)</sup>	2.90	10/15/2044	4,986
3,715	SCF Equipment Leasing, LLC <sup>(a)</sup>	3.41	12/20/2023	3,743
6,000	SCF Equipment Leasing, LLC <sup>(a)</sup>	3.49	1/20/2026	6,097
7,723	Start Ltd. <sup>(a)</sup>	4.09	5/15/2043	7,866
7,600	Trinitas Ltd. <sup>(a)</sup>	1.00	1/20/2032	7,557
10,000	TRIP Rail Master Funding, LLC <sup>(a)</sup>	4.09	4/15/2044	10,130
3,334	TRIP Rail Master Funding, LLC <sup>(a)</sup>	3.74	8/15/2047	3,402
7,850	VB-S1 Issuer, LLC <sup>(a)</sup>	3.41	2/15/2048	7,895
				<u>203,605</u>
	<b>Student Loan ABS (0.7%)</b>			
4,993	CIT Education Loan Trust (3 mo. LIBOR + 0.30%) <sup>(a)</sup>	2.65 <sup>(b)</sup>	6/25/2042	4,571
3,000	Navient Student Loan Trust (1 mo. LIBOR + 1.50%)	3.77 <sup>(b)</sup>	8/25/2050	2,986
3,500	Navient Student Loan Trust (1 mo. LIBOR + 1.15%) <sup>(a)</sup>	3.42 <sup>(b)</sup>	3/25/2067	3,532
1,283	Nelnet Student Loan Trust (3 mo. LIBOR + 0.28%)	2.62 <sup>(b)</sup>	9/22/2035	1,169
3,111	SLM Private Education Loan Trust <sup>(a)</sup>	2.50	3/15/2047	3,109
5,241	SLM Student Loan Trust (3 mo. LIBOR + 0.23%)	2.51 <sup>(b)</sup>	1/25/2041	4,878
1,642	SLM Student Loan Trust (3 mo. LIBOR + 0.30%)	2.58 <sup>(b)</sup>	1/25/2041	1,549
7,822	SLM Student Loan Trust (3 mo. LIBOR + 0.22%)	2.50 <sup>(b)</sup>	1/27/2042	7,324
20,862	SLM Student Loan Trust (1 mo. LIBOR + 1.00%)	3.27 <sup>(b)</sup>	4/27/2043	20,160
2,203	SLM Student Loan Trust (3 mo. LIBOR + 0.22%)	2.50 <sup>(b)</sup>	3/25/2044	2,040
1,836	SLM Student Loan Trust (3 mo. LIBOR + 0.55%)	2.83 <sup>(b)</sup>	10/25/2065	1,744
5,740	SLM Student Loan Trust (3 mo. LIBOR + 0.75%)	3.03 <sup>(b)</sup>	10/27/2070	5,392
				<u>58,454</u>
	Total Asset Backed Securities			<u>431,243</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Communications (0.1%)</b>				
<b>Telecommunications (0.1%)</b>				
\$ 10,000	Crown Castle Towers, LLC <sup>(a)</sup>	3.22%	5/15/2022	\$ 10,073
<b>Financial (0.4%)</b>				
<b>REITS (0.4%)</b>				
30,000	SBA Tower Trust <sup>(a)</sup>	3.45	3/15/2023	30,580
	Total Asset-Backed Securities (cost: \$463,512)			471,896
<b>BANK LOANS (0.8%)<sup>(d)</sup></b>				
<b>Communications (0.2%)</b>				
<b>Media (0.1%)</b>				
2,406	CSC Holdings, LLC (1 mo. LIBOR + 2.25%)	4.58	7/17/2025	2,397
3,366	McGraw-Hill Global Education Intermediate Holdings, LLC (1 mo. LIBOR + 4.00%)	6.23	5/04/2022	3,217
				5,614
<b>Telecommunications (0.1%)</b>				
7,214	Sprint Communications, Inc. (1 mo. LIBOR + 3.00%)	5.25	2/02/2024	7,207
	Total Communications			12,821
<b>Consumer, Cyclical (0.1%)</b>				
<b>Retail (0.1%)</b>				
4,404	1011778 B.C. Unlimited Liability Co. (1 mo. LIBOR + 2.25%)	4.48	2/16/2024	4,402
7,451	Harbor Freight Tools USA, Inc. (1 mo. LIBOR + 2.50%)	4.73	8/18/2023	7,314
	Total Consumer, Cyclical			11,716
<b>Consumer, Non-cyclical (0.1%)</b>				
<b>Food (0.1%)</b>				
1,945	Albertson's, LLC (3 mo. LIBOR + 3.00%)	5.31	12/21/2022	1,949
4,039	Albertson's, LLC (1 mo. LIBOR + 3.00%)	5.23	6/22/2023	4,045
4,975	Albertson's, LLC (1 mo. LIBOR + 3.00%)	5.23	11/17/2025	4,979
	Total Consumer, Non-cyclical			10,973
<b>Financial (0.0%)</b>				
<b>REITS (0.0%)</b>				
4,322	Communications Sales & Leasing, Inc. (1 mo. LIBOR + 5.00%)	7.23	10/24/2022	4,199
<b>Industrial (0.2%)</b>				
<b>Machinery-Construction &amp; Mining (0.1%)</b>				
4,802	Terex Corp. (2 mo. LIBOR + 2.00%)	4.35	1/31/2024	4,788

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Packaging &amp; Containers (0.1%)</b>				
\$ 2,692	Klockner-Pentaplast of America, Inc. (1 mo. LIBOR + 4.25%)	6.48%	6/30/2022	\$ 2,445
8,586	Reynolds Group Holdings, Inc. (1 mo. LIBOR + 2.75%)	4.98	2/05/2023	8,580
				<u>11,025</u>
	Total Industrial			<u>15,813</u>
<b>Technology (0.1%)</b>				
<b>Software (0.1%)</b>				
7,220	Solera, LLC (1 mo. LIBOR + 2.75%)	4.98	3/03/2023	<u>7,193</u>
<b>Utilities (0.1%)</b>				
<b>Electric (0.1%)</b>				
4,800	Calpine Corp. (3 mo. LIBOR + 2.50%)	4.83	1/15/2024	<u>4,801</u>
	Total Bank Loans (cost: \$67,924)			<u>67,516</u>
<b>COLLATERALIZED LOAN OBLIGATIONS (1.5%)</b>				
<b>Asset Backed Securities (1.5%)</b>				
<b>Other ABS (1.5%)</b>				
3,500	American Money Management Corp. (3 mo. LIBOR + 1.50%) <sup>(a)</sup>	3.80 <sup>(b)</sup>	10/15/2028	3,494
3,500	CIFC Funding Ltd. (3 mo. LIBOR + 1.70%) <sup>(a)</sup>	3.98 <sup>(b)</sup>	4/23/2029	3,486
2,500	Dryden Ltd. (1 mo. LIBOR + 1.01%) <sup>(a)</sup>	3.53 <sup>(b)</sup>	5/15/2031	2,475
5,000	Dryden Ltd. (1 mo. LIBOR + 1.50%) <sup>(a)</sup>	3.80 <sup>(b)</sup>	7/17/2031	4,901
4,000	Dryden Senior Loan Fund (3 mo. LIBOR + 1.75%) <sup>(a)</sup>	4.03 <sup>(b)</sup>	7/20/2029	4,000
10,000	Dryden Senior Loan Fund (1 mo. LIBOR + 1.10%) <sup>(a)</sup>	3.40 <sup>(b)</sup>	1/15/2031	9,933
10,000	Eaton Vance Ltd. (1 mo. LIBOR + 1.25%) <sup>(a)</sup>	3.53 <sup>(b)</sup>	1/20/2030	9,706
5,000	Goldentree Loan Management U.S. Ltd. (3 mo. LIBOR + 1.30%) <sup>(a)</sup>	1.00 <sup>(b)</sup>	10/20/2032	5,000
10,000	Grippen Park Ltd. <sup>(a)</sup>	3.85	1/20/2030	9,978
5,000	Loomis Sayles Ltd. (1 mo. LIBOR + 0.90%) <sup>(a)</sup>	3.20 <sup>(b)</sup>	4/15/2028	4,955
5,000	Magnetite VII Ltd. (1 mo. LIBOR + 0.80%) <sup>(a)</sup>	3.10 <sup>(b)</sup>	1/15/2028	4,967
10,000	Oaktree EIF Ltd. (3 mo. LIBOR + 2.00%) <sup>(a)</sup>	4.28 <sup>(b)</sup>	10/20/2027	10,023
10,000	Octagon Investment Partners XXIII, Ltd. (1 mo. LIBOR + 0.85%) <sup>(a)</sup>	3.15 <sup>(b)</sup>	7/15/2027	9,952
4,500	Palmer Square Loan Funding Ltd. (3 mo. LIBOR + 2.25%) <sup>(a)</sup>	4.77 <sup>(b)</sup>	4/20/2027	4,495
4,500	Race Point Ltd. (1 mo. LIBOR + 1.10%)	3.38 <sup>(b)</sup>	7/25/2031	4,458
7,000	Stewart Park Ltd. (1 mo. LIBOR + 1.25%) <sup>(a)</sup>	3.55 <sup>(b)</sup>	1/15/2030	6,795
7,000	TIAA Ltd. (3 mo. LIBOR + 1.70%) <sup>(a)</sup>	3.98 <sup>(b)</sup>	4/20/2029	6,965
9,750	Trinitas Ltd. (3 mo. LIBOR + 1.39%) <sup>(a)</sup>	3.67 <sup>(b)</sup>	10/25/2028	9,762
10,000	Trinitas Ltd. (3 mo. LIBOR + 1.32%) <sup>(a)</sup>	3.60 <sup>(b)</sup>	7/25/2029	9,996

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 3,000	Voya Ltd. (3 mo. LIBOR + 1.60%) <sup>(a)</sup>	3.90% <sup>(b)</sup>	4/17/2030	\$ 2,973
	Total Asset Backed Securities			128,314
	Total Collateralized Loan Obligations (cost: \$129,251)			128,314

### COMMERCIAL MORTGAGE SECURITIES (3.7%)

#### Mortgage Securities (3.7%)

##### Commercial MBS (3.7%)

9,027	BAMLL Commercial Mortgage Securities Trust <sup>(a)</sup>	3.49	4/14/2033	9,390
1,937	Banc of America Commercial Mortgage Trust <sup>(f)</sup>	5.66 <sup>(e)</sup>	7/10/2044	768
10,000	Caesars Palace Las Vegas Trust <sup>(a)</sup>	3.83	10/15/2034	10,352
2,125	Caesars Palace Las Vegas Trust <sup>(a)</sup>	4.14	10/15/2034	2,210
8,100	Citigroup Commercial Mortgage Trust <sup>(a)</sup>	4.68	1/10/2024	8,625
8,568	Citigroup Commercial Mortgage Trust	3.36	7/10/2047	8,893
2,500	Citigroup Commercial Mortgage Trust	3.62	7/10/2047	2,633
4,000	Citigroup Commercial Mortgage Trust	3.86	7/10/2047	4,211
9,500	Citigroup Commercial Mortgage Trust	3.79 <sup>(e)</sup>	9/15/2050	10,103
35,078	Commercial Mortgage Trust <sup>(f)</sup>	1.86 <sup>(e)</sup>	5/15/2045	1,496
59,832	Commercial Mortgage Trust <sup>(f)</sup>	1.76 <sup>(e)</sup>	10/15/2045	2,511
8,600	Commercial Mortgage Trust	3.25	10/15/2045	8,602
5,925	Commercial Mortgage Trust <sup>(a)</sup>	3.42	10/15/2045	6,035
5,000	Commercial Mortgage Trust	3.80	8/10/2047	5,306
7,500	Commercial Mortgage Trust	4.08	8/10/2047	7,958
6,300	Commercial Mortgage Trust	4.16 <sup>(e)</sup>	10/10/2048	6,766
15,000	Commercial Mortgage Trust	3.90	7/10/2050	16,029
2,000	Commercial Mortgage Trust	4.29 <sup>(e)</sup>	7/10/2050	2,154
4,750	DB-JPM Mortgage Trust <sup>(a)</sup>	2.83	8/10/2036	4,742
2,500	DB-JPM Mortgage Trust <sup>(a)</sup>	3.24	8/10/2036	2,488
975	GE Capital Commercial Mortgage Corp.	5.61 <sup>(e)</sup>	12/10/2049	850
190,667	GS Mortgage Securities Corp. <sup>(a),(f)</sup>	0.21 <sup>(e)</sup>	5/03/2032	2,794
5,000	GS Mortgage Securities Corp.	3.28	2/10/2046	5,125
10,000	GS Mortgage Securities Corp. <sup>(a)</sup>	3.68	2/10/2046	10,258
23,370	GS Mortgage Securities Trust <sup>(f)</sup>	2.17 <sup>(e)</sup>	5/10/2045	881
3,998	GS Mortgage Securities Trust	3.38	5/10/2045	4,064
5,000	GS Mortgage Securities Trust	4.24	8/10/2046	5,338
6,000	GS Mortgage Securities Trust	3.76	7/10/2048	6,406
15,000	J.P. Morgan Chase Commercial Mortgage Securities Trust <sup>(a)</sup>	5.60 <sup>(e)</sup>	11/15/2043	15,652
10,697	J.P. Morgan Chase Commercial Mortgage Securities Trust	4.82 <sup>(e)</sup>	5/15/2045	11,224
10,000	J.P. Morgan Chase Commercial Mortgage Securities Trust	4.27	6/15/2045	10,435
9,000	J.P. Morgan Chase Commercial Mortgage Securities Trust	4.44 <sup>(e)</sup>	2/15/2047	9,628

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 3,200	Morgan Stanley Bank of America Merrill Lynch Trust	3.46%	5/15/2046	\$ 3,287
2,750	Morgan Stanley Capital I Trust <sup>(a)</sup>	5.20 <sup>(e)</sup>	6/15/2044	2,798
3,000	Morgan Stanley Capital I Trust	3.77	3/15/2045	3,076
7,000	Morgan Stanley Capital I Trust	4.03 <sup>(e)</sup>	5/15/2048	7,440
49,846	UBS Commercial Mortgage Trust <sup>(a),(f)</sup>	2.06 <sup>(e)</sup>	5/10/2045	2,236
9,375	UBS Commercial Mortgage Trust	4.17	5/10/2045	9,721
15,000	UBS Commercial Mortgage Trust	4.82	5/10/2045	15,754
2,313	UBS-Barclays Commercial Mortgage Trust <sup>(a)</sup>	4.18	5/10/2063	2,396
25,959	Wells Fargo Commercial Mortgage Trust <sup>(a),(f)</sup>	1.77 <sup>(e)</sup>	10/15/2045	1,182
7,000	Wells Fargo Commercial Mortgage Trust	3.54	5/15/2048	7,382
6,500	WF-RBS Commercial Mortgage Trust <sup>(a)</sup>	5.23 <sup>(e)</sup>	6/15/2044	6,785
5,000	WF-RBS Commercial Mortgage Trust	3.35	5/15/2045	5,138
10,000	WF-RBS Commercial Mortgage Trust	4.09 <sup>(e)</sup>	6/15/2045	10,349
5,000	WF-RBS Commercial Mortgage Trust	3.24	12/15/2045	5,055
20,000	WF-RBS Commercial Mortgage Trust	3.65	12/15/2046	20,250
	Total Mortgage Securities			306,776
	Total Commercial Mortgage Securities (cost: \$294,946)			306,776

## CORPORATE OBLIGATIONS (44.5%)

### Basic Materials (1.4%)

#### Chemicals (0.9%)

10,000	CF Industries, Inc. <sup>(a)</sup>	4.50	12/01/2026	10,604
10,000	Chevron Phillips Chemical Co., LLC / Chevron Phillips Chemical Co., LP <sup>(a)</sup>	3.40	12/01/2026	10,299
20,000	Dow Chemical Co.	4.25	10/01/2034	21,167
2,700	Huntsman International, LLC	4.50	5/01/2029	2,777
1,925	LYB International Finance II B.V.	3.50	3/02/2027	1,950
5,000	Monsanto Co.	3.38	7/15/2024	4,893
5,000	Monsanto Co.	3.95	4/15/2045	4,033
5,000	Mosaic Co.	4.05	11/15/2027	5,166
2,900	Sherwin-Williams Co.	3.45	6/01/2027	2,967
10,000	Westlake Chemical Corp.	3.60	8/15/2026	10,165
				74,021

#### Forest Products & Paper (0.1%)

5,000	International Paper Co.	3.80	1/15/2026	5,245
7,500	International Paper Co.	3.00	2/15/2027	7,454
				12,699

#### Iron/Steel (0.2%)

5,000	Allegheny Ludlum, LLC	6.95	12/15/2025	5,208
10,000	Allegheny Technologies, Inc.	5.95	1/15/2021	10,256
				15,464

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Mining (0.2%)</b>				
\$ 5,000	Freeport-McMoRan, Inc.	4.00%	11/14/2021	\$ 5,102
10,000	Freeport-McMoRan, Inc.	5.45	3/15/2043	9,275
				<u>14,377</u>
	Total Basic Materials			<u>116,561</u>
<b>Communications (2.9%)</b>				
<b>Internet (0.2%)</b>				
12,000	Amazon.com, Inc.	3.88	8/22/2037	13,266
4,250	VeriSign, Inc.	5.25	4/01/2025	4,619
				<u>17,885</u>
<b>Media (1.2%)</b>				
10,000	CBS Corp.	4.20	6/01/2029	10,605
5,000	CCO Holdings, LLC / CCO Holdings Capital Corp. <sup>(a)</sup>	5.75	2/15/2026	5,263
20,000	Charter Communications Operating, LLC / Charter Communications Operating Capital	6.38	10/23/2035	23,515
15,000	Comcast Corp.	3.90	3/01/2038	16,029
3,000	CSC Holdings, LLC <sup>(a)</sup>	5.50	4/15/2027	3,151
10,000	CSC Holdings, LLC <sup>(a)</sup>	5.75	1/15/2030	10,168
15,000	Discovery Communications, LLC	3.95	3/20/2028	15,491
7,600	Fox Corp. <sup>(a)</sup>	4.71	1/25/2029	8,503
5,000	Sirius XM Radio, Inc. <sup>(a)</sup>	5.38	7/15/2026	5,229
				<u>97,954</u>
<b>Telecommunications (1.5%)</b>				
25,000	AT&T, Inc.	4.50	5/15/2035	26,513
10,000	AT&T, Inc.	5.25	3/01/2037	11,330
5,000	AT&T, Inc.	4.85	3/01/2039	5,452
10,000	Centel Capital Corp.	9.00	10/15/2019	10,104
10,000	CenturyLink, Inc.	5.80	3/15/2022	10,407
2,000	CenturyLink, Inc.	6.75	12/01/2023	2,161
2,500	CommScope, Inc. <sup>(a)</sup>	6.00	3/01/2026	2,530
1,750	Frontier Communications Corp.	11.00	9/15/2025	1,014
10,000	Motorola Solutions, Inc.	4.60	2/23/2028	10,534
5,000	Qwest Corp.	6.75	12/01/2021	5,369
2,250	Sprint Corp.	7.25	9/15/2021	2,417
19,500	Sprint Spectrum Co., LLC / Sprint Spectrum Co. II, LLC / Sprint Spectrum Co. III, LLC <sup>(a)</sup>	4.74	3/20/2025	20,520
10,000	Verizon Communications, Inc.	4.40	11/01/2034	11,083
5,000	Verizon Communications, Inc.	4.13	8/15/2046	5,267
				<u>124,701</u>
	Total Communications			<u>240,540</u>



Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b><u>Consumer, Cyclical (2.9%)</u></b>				
<b><u>Airlines (1.7%)</u></b>				
\$ 7,519	American Airlines, Inc. Pass-Through Trust	3.70%	10/01/2026	\$ 7,805
8,579	American Airlines, Inc. Pass-Through Trust	4.00	9/22/2027	8,939
4,500	American Airlines, Inc. Pass-Through Trust	4.00	2/15/2029	4,709
9,459	American Airlines, Inc. Pass-Through Trust	3.60	10/15/2029	9,535
1,500	Continental Airlines, Inc. Pass-Through Trust	5.50	10/29/2020	1,536
7,047	Continental Airlines, Inc. Pass-Through Trust	4.15	4/11/2024	7,407
3,618	Continental Airlines, Inc. Pass-Through Trust	4.00	10/29/2024	3,788
7,441	Delta Air Lines Pass-Through Trust	3.88	7/30/2027	7,790
13,471	Hawaiian Airlines, Inc. Pass-Through Trust	4.95	1/15/2022	13,760
12,265	Hawaiian Airlines, Inc. Pass-Through Trust	3.90	1/15/2026	12,485
2,826	Spirit Airlines Pass Through Trust	4.45	4/01/2024	2,901
11,971	Spirit Airlines Pass Through Trust	4.10	4/01/2028	12,582
9,528	Spirit Airlines Pass Through Trust	3.38	2/15/2030	9,662
7,000	United Airlines, Inc. Pass-Through Trust	3.70	12/01/2022	7,024
3,888	United Airlines, Inc. Pass-Through Trust	4.30	8/15/2025	4,134
16,029	United Airlines, Inc. Pass-Through Trust	3.75	9/03/2026	16,681
2,418	US Airways Group, Inc. Pass-Through Trust	6.25	4/22/2023	2,630
6,873	US Airways Group, Inc. Pass-Through Trust	3.95	11/15/2025	7,167
				<u>140,535</u>
<b><u>Auto Manufacturers (0.2%)</u></b>				
2,000	Ford Motor Credit Co., LLC	4.54	8/01/2026	2,014
15,000	Hyundai Capital America <sup>(a)</sup>	3.25	9/20/2022	15,123
				<u>17,137</u>
<b><u>Entertainment (0.0%)</u></b>				
3,000	International Game Technology plc <sup>(a)</sup>	6.50	2/15/2025	3,289
<b><u>Home Builders (0.2%)</u></b>				
4,800	KB Home	7.63	5/15/2023	5,366
5,000	Lennar Corp.	4.13	1/15/2022	5,127
5,000	Lennar Corp.	5.88	11/15/2024	5,482
				<u>15,975</u>
<b><u>Housewares (0.1%)</u></b>				
7,500	Newell Brands, Inc.	3.85	4/01/2023	7,594
<b><u>Lodging (0.1%)</u></b>				
8,000	Hilton Worldwide Finance, LLC / Hilton Worldwide Finance Corp.	4.88	4/01/2027	8,302
3,000	Hyatt Hotels Corp.	3.38	7/15/2023	3,061
				<u>11,363</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Retail (0.6%)</b>				
\$ 15,048	Advance Auto Parts, Inc.	4.50%	12/01/2023	\$ 16,015
5,000	AutoZone, Inc.	3.75	6/01/2027	5,238
10,000	L Brands, Inc.	5.63	2/15/2022	10,499
7,667	L Brands, Inc.	7.50	6/15/2029	7,697
10,000	Walgreens Boots Alliance, Inc.	3.80	11/18/2024	10,450
				<u>49,899</u>
	Total Consumer, Cyclical			<u>245,792</u>
<b>Consumer, Non-cyclical (5.6%)</b>				
<b>Agriculture (0.2%)</b>				
3,000	Bunge Ltd. Finance Corp.	3.25	8/15/2026	2,907
10,000	Reynolds American, Inc.	4.00	6/12/2022	<u>10,357</u>
				<u>13,264</u>
<b>Beverages (0.2%)</b>				
7,143	Keurig Dr Pepper, Inc.	4.60	5/25/2028	7,839
4,667	Keurig Dr Pepper, Inc.	4.99	5/25/2038	5,227
5,000	PepsiCo, Inc.	4.25	10/22/2044	<u>5,717</u>
				<u>18,783</u>
<b>Biotechnology (0.5%)</b>				
15,000	Baxalta, Inc.	4.00	6/23/2025	15,915
10,000	Celgene Corp.	3.90	2/20/2028	10,726
10,000	Gilead Sciences, Inc.	3.65	3/01/2026	<u>10,549</u>
				<u>37,190</u>
<b>Commercial Services (0.5%)</b>				
2,750	Art Institute of Chicago <sup>(b)</sup>	3.23	3/01/2022	2,775
3,000	Bon Secours Charity Health System, Inc.	5.25	11/01/2025	3,149
4,250	Boston Medical Center Corp.	4.52	7/01/2026	4,502
2,500	Horace Mann School <sup>(b)</sup>	3.27	7/01/2027	2,533
2,285	Metropolitan Opera Association, Inc.	2.39	10/01/2019	2,281
6,080	Princeton Theological Seminary <sup>(b)</sup>	4.11	7/01/2023	6,412
10,000	S&P Global, Inc.	4.00	6/15/2025	10,779
5,000	Total System Services, Inc.	4.80	4/01/2026	5,515
5,000	University of Notre Dame	3.44	2/15/2045	<u>5,126</u>
				<u>43,072</u>
<b>Food (0.9%)</b>				
10,000	Flowers Foods, Inc.	3.50	10/01/2026	10,079
4,667	General Mills, Inc.	4.55	4/17/2038	5,068
5,000	J.M. Smucker Co.	4.25	3/15/2035	5,196
13,899	Kraft Heinz Foods Co. <sup>(a)</sup>	4.88	2/15/2025	14,339

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 10,000	Kraft Heinz Foods Co.	3.95%	7/15/2025	\$ 10,409
14,000	Mars, Inc. <sup>(a)</sup>	3.88	4/01/2039	15,240
5,000	Smithfield Foods, Inc. <sup>(a)</sup>	4.25	2/01/2027	5,090
10,000	Smithfield Foods, Inc. <sup>(a)</sup>	5.20	4/01/2029	10,842
				<u>76,263</u>
	<b>Healthcare Products (0.3%)</b>			
5,000	Becton Dickinson & Co.	3.70	6/06/2027	5,239
10,000	Covidien International Finance S.A.	2.95	6/15/2023	10,199
7,154	Medtronic, Inc.	4.38	3/15/2035	8,361
2,000	Teleflex, Inc.	4.88	6/01/2026	2,079
				<u>25,878</u>
	<b>Healthcare-Services (1.7%)</b>			
7,000	Baylor Scott & White Holdings	3.10	11/15/2025	7,261
20,000	Baylor Scott & White Holdings	2.65	11/15/2026	19,609
10,000	Cigna Holding Co.	3.05	10/15/2027	9,935
10,000	Community Health Network, Inc.	4.24	5/01/2025	10,693
17,000	Eastern Maine Healthcare Systems	5.02	7/01/2036	17,004
5,000	HCA, Inc.	5.00	3/15/2024	5,435
15,000	HCA, Inc.	5.25	4/15/2025	16,515
2,500	HCA, Inc.	4.50	2/15/2027	2,656
15,000	Mercy Health	3.38	11/01/2025	15,290
3,720	Mercy Health	4.30	7/01/2028	4,077
3,900	Northwell Healthcare, Inc.	3.39	11/01/2027	3,969
6,500	NYU Langone Hospitals	4.17	7/01/2037	6,581
10,000	Premier Health Partners	2.91	11/15/2026	9,651
8,500	SSM Health Care Corp.	3.82	6/01/2027	8,957
5,000	UnitedHealth Group, Inc.	3.10	3/15/2026	5,157
1,000	Vanderbilt University Medical Center	4.17	7/01/2037	1,080
				<u>143,870</u>
	<b>Household Products/Wares (0.1%)</b>			
10,000	SC Johnson & Son, Inc. <sup>(a)</sup>	4.35	9/30/2044	10,889
	<b>Pharmaceuticals (1.2%)</b>			
5,000	AbbVie, Inc.	3.20	11/06/2022	5,085
10,000	AbbVie, Inc.	3.60	5/14/2025	10,301
15,000	Allergan Funding SCS	3.80	3/15/2025	15,565
11,700	CVS Health Corp.	4.30	3/25/2028	12,420
5,856	CVS Pass-Through Trust	6.04	12/10/2028	6,507
3,685	CVS Pass-Through Trust <sup>(a)</sup>	7.51	1/10/2032	4,524
3,955	CVS Pass-Through Trust <sup>(a)</sup>	5.93	1/10/2034	4,525
15,000	Express Scripts Holding Co.	3.40	3/01/2027	15,278
15,000	Mallinckrodt International Finance S.A. <sup>(i)</sup>	4.75	4/15/2023	9,379

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 3,500	Mead Johnson Nutrition Co.	4.13%	11/15/2025	\$ 3,795
5,000	Mylan N.V.	3.95	6/15/2026	5,111
5,555	Mylan, Inc.	4.55	4/15/2028	5,847
				98,337
	Total Consumer, Non-cyclical			467,546
	<b>Energy (5.9%)</b>			
	<b>Oil &amp; Gas (2.0%)</b>			
15,000	BP Capital Markets America, Inc.	3.59	4/14/2027	15,811
5,000	Chesapeake Energy Corp.	7.00	10/01/2024	4,125
10,000	ConocoPhillips Co.	4.95	3/15/2026	11,391
10,000	ConocoPhillips Co.	4.15	11/15/2034	10,778
5,888	Continental Resources, Inc.	5.00	9/15/2022	5,941
10,000	EOG Resources, Inc.	3.90	4/01/2035	10,688
7,500	Hess Corp.	4.30	4/01/2027	7,699
10,000	Marathon Petroleum Corp.	4.75	9/15/2044	10,487
5,000	Murphy Oil Corp.	5.75	8/15/2025	5,124
7,000	Nabors Industries, Inc.	4.63	9/15/2021	6,834
6,730	Newfield Exploration Co.	5.63	7/01/2024	7,428
9,500	Newfield Exploration Co.	5.38	1/01/2026	10,409
10,000	Noble Holding International Ltd. <sup>(6)</sup>	4.90	8/01/2020	9,504
10,000	Occidental Petroleum Corp.	3.40	4/15/2026	10,167
5,000	Occidental Petroleum Corp.	3.00	2/15/2027	4,946
10,000	Phillips 66	4.65	11/15/2034	11,173
5,000	Rowan Companies, Inc.	4.88	6/01/2022	4,619
5,000	Rowan Companies, Inc.	4.75	1/15/2024	3,794
2,000	Southwestern Energy Co.	6.20	1/23/2025	1,724
7,000	Southwestern Energy Co.	7.50	4/01/2026	6,128
2,205	Transocean Pontus Ltd. <sup>(6)</sup>	6.13	8/01/2025	2,276
2,250	Transocean, Inc.	8.38	12/15/2021	2,348
5,000	Whiting Petroleum Corp.	6.63	1/15/2026	4,713
				168,107
	<b>Oil &amp; Gas Services (0.5%)</b>			
20,000	Halliburton Co.	3.80	11/15/2025	20,968
961	Schlumberger Holdings Corp. <sup>(6)</sup>	4.00	12/21/2025	1,019
14,669	Schlumberger Holdings Corp. <sup>(6)</sup>	3.90	5/17/2028	15,324
5,000	Weatherford International, Ltd. <sup>(6)</sup>	4.50	4/15/2022	2,204
				39,515
	<b>Pipelines (3.4%)</b>			
15,000	Boardwalk Pipelines, LP	4.95	12/15/2024	15,951
10,000	Boardwalk Pipelines, LP	4.45	7/15/2027	10,212
8,000	Buckeye Partners, LP	4.13	12/01/2027	7,110

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 10,000	Buckeye Partners, LP	5.60%	10/15/2044	\$ 8,425
15,000	Columbia Pipeline Group, Inc.	4.50	6/01/2025	16,085
15,000	DCP Midstream Operating, LP (3 mo. LIBOR + 3.85%) <sup>(a)</sup>	5.85 <sup>(k)</sup>	5/21/2043	14,112
9,307	Enable Oklahoma Intrastate Transmission, LLC <sup>(a)</sup>	6.25	3/15/2020	9,451
5,000	Energy Transfer Operating, LP	4.75	1/15/2026	5,397
17,010	Energy Transfer Operating, LP (3 mo. LIBOR + 3.02%)	5.27 <sup>(b)</sup>	11/01/2066	12,833
7,000	Energy Transfer Partners, LP / Regency Energy Finance Corp.	4.50	11/01/2023	7,393
14,000	EnLink Midstream Partners, LP	4.15	6/01/2025	13,845
5,000	EnLink Midstream Partners, LP	4.85	7/15/2026	5,072
6,437	EQM Midstream Partners, LP	4.00	8/01/2024	6,325
14,000	EQM Midstream Partners, LP	4.13	12/01/2026	13,258
25,000	Midwest Connector Capital Co., LLC <sup>(a)</sup>	4.63	4/01/2029	26,676
7,500	MPLX, LP	4.00	2/15/2025	7,816
6,067	Northwest Pipeline, LLC	4.00	4/01/2027	6,337
3,500	NuStar Logistics, LP	6.00	6/01/2026	3,674
10,000	ONEOK Partners, LP	4.90	3/15/2025	10,869
13,730	Rockies Express Pipeline, LLC <sup>(a)</sup>	4.95	7/15/2029	14,033
15,000	Sabal Trail Transmission, LLC <sup>(a)</sup>	4.68	5/01/2038	16,183
5,000	Spectra Energy Partners, LP	3.38	10/15/2026	5,122
10,000	TC PipeLines, LP	4.65	6/15/2021	10,295
3,000	Transcontinental Gas Pipe Line Co., LLC	7.85	2/01/2026	3,820
10,000	Western Midstream Operating, LP	5.38	6/01/2021	10,350
6,250	Western Midstream Operating, LP	4.65	7/01/2026	6,385
15,000	Williams Companies, Inc.	4.55	6/24/2024	16,101
				<u>283,130</u>
	Total Energy			<u>490,752</u>
	<b>Financial (15.2%)</b>			
	<b>Banks (5.8%)</b>			
5,000	AmSouth Bancorp.	6.75	11/01/2025	5,879
4,864	Bank of America Corp.	4.00	4/01/2024	5,173
10,000	Bank of America Corp.	4.20	8/26/2024	10,603
5,000	Bank of America Corp.	3.95	4/21/2025	5,236
8,000	Bank of America Corp. (3 mo. LIBOR + 1.51%)	3.71 <sup>(k)</sup>	4/24/2028	8,392
4,383	Bank of America Corp. (1 mo. LIBOR + 1.04%)	3.42 <sup>(k)</sup>	12/20/2028	4,510
5,000	Bank OZK (3 mo. LIBOR + 4.43%)	5.50 <sup>(k)</sup>	7/01/2026	5,089
10,000	BankUnited, Inc.	4.88	11/17/2025	10,818
20,000	BBVA USA	3.88	4/10/2025	20,588
8,000	BOKF Merger Corp Number Sixteen (3 mo. LIBOR + 3.17%)	5.63 <sup>(k)</sup>	6/25/2030	8,414

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 10,000	CIT Group, Inc.	5.25%	3/07/2025	\$ 10,957
20,000	Citigroup, Inc.	4.40	6/10/2025	21,303
5,000	Citigroup, Inc.	4.45	9/29/2027	5,391
10,000	Citigroup, Inc. (3 mo. LIBOR + 1.39%)	3.67 <sup>(k)</sup>	7/24/2028	10,424
15,000	Citizens Financial Group, Inc. <sup>(a)</sup>	4.15	9/28/2022	15,478
5,500	Citizens Financial Group, Inc.	3.75	7/01/2024	5,562
3,500	Cullen/Frost Bankers, Inc.	4.50	3/17/2027	3,635
10,000	Discover Bank (5 Yr. Semi-Annual Swap + 1.73%)	4.68 <sup>(k)</sup>	8/09/2028	10,364
10,000	Eagle Bancorp, Inc. (3 mo. LIBOR + 3.85%)	5.00 <sup>(k)</sup>	8/01/2026	10,069
10,000	Fifth Third Bank	3.85	3/15/2026	10,558
3,500	First Maryland Capital Trust I (3 mo. LIBOR + 1.00%)	3.30 <sup>(b)</sup>	1/15/2027	3,265
10,000	FirstMerit Bank, N.A.	4.27	11/25/2026	10,495
10,000	Flagstar Bancorp., Inc.	6.13	7/15/2021	10,324
3,250	Fulton Financial Corp.	3.60	3/16/2022	3,284
10,000	Fulton Financial Corp.	4.50	11/15/2024	10,585
5,000	Hilltop Holdings, Inc.	5.00	4/15/2025	5,119
5,000	Home BancShares, Inc. (3 mo. LIBOR + 3.58%)	5.63 <sup>(k)</sup>	4/15/2027	5,091
10,000	Huntington Bancshares, Inc.	4.35	2/04/2023	10,445
20,000	J.P. Morgan Chase & Co.	2.95	10/01/2026	20,253
4,000	J.P. Morgan Chase & Co. (1 mo. LIBOR + 0.50%)	2.75 <sup>(b)</sup>	2/01/2027	3,690
5,000	J.P. Morgan Chase & Co.	4.25	10/01/2027	5,437
20,000	KeyBank, N.A.	3.40	5/20/2026	20,627
5,000	LegacyTexas Financial Group, Inc. (3 mo. LIBOR + 3.89%)	5.50 <sup>(k)</sup>	12/01/2025	4,870
5,000	Manufacturers & Traders Trust Co.	3.40	8/17/2027	5,264
10,417	MB Financial Bank, N.A. (3 mo. LIBOR + 1.87%)	4.00 <sup>(k)</sup>	12/01/2027	10,566
16,000	MUFG Americas Holdings Corp.	3.00	2/10/2025	16,131
1,000	People's United Bank, N.A.	4.00	7/15/2024	1,039
7,000	PNC Bank, N.A.	4.20	11/01/2025	7,568
10,000	PNC Financial Services Group, Inc.	2.85	11/09/2022	10,127
5,000	PNC Financial Services Group, Inc.	3.15	5/19/2027	5,159
10,409	Regions Bank	6.45	6/26/2037	13,166
5,818	Santander Holdings USA, Inc.	4.40	7/13/2027	6,146
10,000	State Street Corp. (3 mo. LIBOR + 1.00%)	3.41 <sup>(b)</sup>	6/15/2047	7,768
5,000	Sterling National Bank (3 mo. LIBOR + 3.94%)	5.25 <sup>(k)</sup>	4/01/2026	5,065
6,021	Susquehanna Bancshares, Inc.	5.38	8/15/2022	6,484
10,000	Synovus Financial Corp. (5 Yr. Semi-Annual Swap + 3.38%)	5.90 <sup>(k)</sup>	2/07/2029	10,434
10,000	TCF National Bank	6.25	6/08/2022	10,678
4,000	TCF National Bank (3 mo. LIBOR + 2.38%)	4.13 <sup>(k)</sup>	7/02/2029	3,973
2,335	Texas Capital Bank N.A.	5.25	1/31/2026	2,434
11,062	Towne Bank (3 mo. LIBOR + 2.55%)	4.50 <sup>(k)</sup>	7/30/2027	11,163
5,000	U.S. Bancorp.	3.10	4/27/2026	5,109

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 10,000	Union Bankshares Corp. (3 mo. LIBOR + 3.18%)	5.00% <sup>(b)</sup>	12/15/2026	\$ 10,094
16,800	USB Realty Corp. (3 mo. LIBOR + 1.15%) <sup>(a)</sup>	3.45 <sup>(b)</sup>	— <sup>(l)</sup>	14,438
5,000	Webster Financial Corp.	4.38	2/15/2024	5,261
20,000	Wells Fargo & Co.	3.00	10/23/2026	20,219
				<u>490,214</u>
	<b>Diversified Financial Services (1.9%)</b>			
10,000	Air Lease Corp.	3.63	4/01/2027	10,159
5,000	Capital One Bank USA, N.A.	3.38	2/15/2023	5,101
20,000	Capital One Financial Corp.	4.75	7/15/2021	20,848
10,000	Capital One Financial Corp.	3.75	4/24/2024	10,402
15,000	Capital One Financial Corp.	3.75	3/09/2027	15,493
4,875	Credit Acceptance Corp. <sup>(a)</sup>	6.63	3/15/2026	5,263
10,000	Cullen/Frost Capital Trust II (3 mo. LIBOR + 1.55%)	4.07 <sup>(b)</sup>	3/01/2034	8,626
4,492	Grain Spectrum Funding II, LLC <sup>(a)</sup>	3.29	10/10/2019	4,486
10,000	ILFC E-Capital Trust I (Highest of 3 mo. LIBOR/10 Year CMT/30 Year CMT + 1.55%) <sup>(a)</sup>	4.09 <sup>(b)</sup>	12/21/2065	7,109
15,000	Intercontinental Exchange, Inc.	3.10	9/15/2027	15,429
5,000	Nuveen Finance, LLC <sup>(a)</sup>	4.13	11/01/2024	5,350
20,000	Pine Street Trust I <sup>(a)</sup>	4.57	2/15/2029	20,650
13,500	Synchrony Financial	3.95	12/01/2027	13,668
9,250	Synchrony Financial	5.15	3/19/2029	10,133
4,294	Washington Aircraft 1 Co. (NBGA - United States Government)	2.64	9/15/2026	4,369
				<u>157,086</u>
	<b>Insurance (4.7%)</b>			
5,000	Allstate Corp. (3 mo. LIBOR + 2.94%)	5.75 <sup>(k)</sup>	8/15/2053	5,327
5,000	American Equity Investment Life Holding Co.	5.00	6/15/2027	5,140
10,000	American International Group, Inc.	3.88	1/15/2035	10,159
10,000	AmTrust Financial Services, Inc.	6.13	8/15/2023	9,834
5,000	Assurant, Inc.	4.90	3/27/2028	5,394
20,000	Athene Global Funding <sup>(a)</sup>	3.00	7/01/2022	20,236
8,000	Athene Holding Ltd.	4.13	1/12/2028	8,072
15,000	AXA Equitable Holdings, Inc.	4.35	4/20/2028	15,766
5,000	Chubb INA Holdings, Inc.	3.35	5/15/2024	5,231
10,000	Chubb INA Holdings, Inc.	3.35	5/03/2026	10,504
11,500	Genworth Holdings, Inc. (3 mo. LIBOR + 2.00%)	4.52 <sup>(b)</sup>	11/15/2036	7,059
10,000	Global Atlantic Financial Co. <sup>(a)</sup>	8.63	4/15/2021	10,827
13,086	Hanover Insurance Group, Inc.	4.50	4/15/2026	13,950
14,000	Hartford Financial Services Group, Inc. (3 mo. LIBOR + 2.13%) <sup>(a)</sup>	4.64 <sup>(b)</sup>	2/12/2047	12,095
10,000	Jackson National Life Global Funding <sup>(a)</sup>	2.50	6/27/2022	10,005
20,000	Jackson National Life Global Funding <sup>(a)</sup>	3.25	1/30/2024	20,524

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 25,500	Kemper Corp.	4.35%	2/15/2025	\$ 26,625
10,000	Lincoln National Corp.	4.20	3/15/2022	10,408
15,000	Lincoln National Corp. (3 mo. LIBOR + 2.36%)	4.88 <sup>(b)</sup>	5/17/2066	12,450
5,000	Loews Corp.	3.75	4/01/2026	5,279
10,000	MassMutual Global Funding II <sup>(a)</sup>	3.60	4/09/2024	10,452
10,000	MassMutual Global Funding II <sup>(a)</sup>	2.75	6/22/2024	10,134
15,000	Mercury General Corp.	4.40	3/15/2027	15,385
10,000	MetLife, Inc.	4.13	8/13/2042	10,820
29,505	Nationwide Mutual Insurance Co. (3 mo. LIBOR + 2.29%) <sup>(a)</sup>	4.70 <sup>(b)</sup>	12/15/2024	29,362
5,000	Ohio National Financial Services, Inc. <sup>(a)</sup>	6.63	5/01/2031	5,707
20,000	Old Republic International Corp.	3.88	8/26/2026	20,674
10,000	Primerica, Inc.	4.75	7/15/2022	10,557
10,000	ProAssurance Corp.	5.30	11/15/2023	10,819
10,000	Prudential Financial, Inc. (3 mo. LIBOR + 3.92%)	5.63 <sup>(a)</sup>	6/15/2043	10,733
5,000	Prudential Financial, Inc.	4.35	2/25/2050	5,646
17,050	StanCorp Financial Group, Inc.	5.00	8/15/2022	17,860
7,670	Torchmark Corp.	4.55	9/15/2028	8,375
				<u>391,409</u>
	<b>Investment Companies (0.4%)</b>			
10,000	Ares Capital Corp.	3.50	2/10/2023	9,998
5,000	Ares Capital Corp.	4.25	3/01/2025	5,097
5,000	Main Street Capital Corp.	4.50	12/01/2019	5,020
4,500	Main Street Capital Corp.	4.50	12/01/2022	4,624
7,800	Main Street Capital Corp.	5.20	5/01/2024	8,327
				<u>33,066</u>
	<b>REITS (1.9%)</b>			
5,000	Alexandria Real Estate Equities, Inc.	4.50	7/30/2029	5,536
5,000	AvalonBay Communities, Inc.	3.45	6/01/2025	5,236
2,679	AvalonBay Communities, Inc.	3.20	1/15/2028	2,771
10,000	Boston Properties, LP	3.85	2/01/2023	10,425
7,500	Columbia Property Trust Operating Partnership, LP	3.65	8/15/2026	7,384
10,000	EPR Properties	4.75	12/15/2026	10,587
9,000	ERP Operating, LP	2.85	11/01/2026	9,121
7,000	Federal Realty Investment Trust	3.00	8/01/2022	7,088
10,000	Federal Realty Investment Trust	2.75	6/01/2023	10,066
1,852	Federal Realty Investment Trust	3.25	7/15/2027	1,897
5,000	Hospitality Properties Trust	4.95	2/15/2027	5,051
5,000	Hudson Pacific Properties, LP	3.95	11/01/2027	5,133
1,979	Hudson Pacific Properties, LP	4.65	4/01/2029	2,142
4,901	MPT Operating Partnership, LP / MPT Finance Corp.	5.25	8/01/2026	5,101
1,000	MPT Operating Partnership, LP / MPT Finance Corp.	4.63	8/01/2029	1,013



Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 7,500	Physicians Realty, LP	4.30%	3/15/2027	\$ 7,778
5,000	Realty Income Corp.	4.13	10/15/2026	5,424
6,000	Realty Income Corp.	3.00	1/15/2027	6,070
4,000	Sabra Health Care, LP	5.13	8/15/2026	4,203
6,000	Sabra Health Care, LP / Sabra Capital Corp.	5.38	6/01/2023	6,105
4,444	SL Green Operating Partnership, LP	3.25	10/15/2022	4,494
7,500	Spirit Realty, LP	4.45	9/15/2026	7,842
5,450	Starwood Property Trust, Inc.	3.63	2/01/2021	5,464
5,000	STORE Capital Corp.	4.63	3/15/2029	5,334
14,000	Washington REIT	3.95	10/15/2022	14,446
				<u>155,711</u>
	<b>Savings &amp; Loans (0.5%)</b>			
15,000	Banc of California, Inc.	5.25	4/15/2025	15,441
10,000	New York Community Bancorp, Inc. (1 mo. LIBOR + 2.78%)	5.90 <sup>(k)</sup>	11/06/2028	10,421
8,000	Sterling Bancorp.	3.50	6/08/2020	7,944
10,000	TIAA FSB Holdings, Inc.	5.75	7/02/2025	10,274
				<u>44,080</u>
	Total Financial			<u>1,271,566</u>
	<b>Government (0.0%)</b>			
	<b>Regional(state/province) (0.0%)</b>			
1,000	Mashantucket (Western) Pequot Tribe <sup>(h),(m)</sup>	7.35	7/01/2026	<u>160</u>
	<b>Industrial (3.4%)</b>			
	<b>Aerospace/Defense (0.5%)</b>			
17,750	Arconic, Inc.	5.13	10/01/2024	18,784
10,000	Lockheed Martin Corp.	3.60	3/01/2035	10,461
10,000	Raytheon Co.	4.20	12/15/2044	<u>11,104</u>
				<u>40,349</u>
	<b>Building Materials (0.0%)</b>			
3,000	Eagle Materials, Inc.	4.50	8/01/2026	<u>3,046</u>
	<b>Electrical Components &amp; Equipment (0.3%)</b>			
10,000	Hubbell, Inc.	3.35	3/01/2026	10,101
5,000	Hubbell, Inc.	3.50	2/15/2028	5,104
10,000	Molex Electronic Technologies, LLC <sup>(a)</sup>	3.90	4/15/2025	<u>10,308</u>
				<u>25,513</u>
	<b>Electronics (0.1%)</b>			
2,604	Keysight Technologies, Inc.	4.60	4/06/2027	2,792
3,000	Trimble, Inc.	4.15	6/15/2023	<u>3,118</u>
				<u>5,910</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Hand/Machine Tools (0.2%)</b>				
\$ 8,295	Kennametal, Inc.	4.63%	6/15/2028	\$ 8,668
10,000	Snap-on, Inc.	3.25	3/01/2027	<u>10,344</u>
				<u>19,012</u>
<b>Machinery-Diversified (0.2%)</b>				
14,050	Wabtec Corp.	3.45	11/15/2026	<u>14,062</u>
<b>Metal Fabrication/Hardware (0.1%)</b>				
8,890	Worthington Industries, Inc.	4.30	8/01/2032	<u>9,040</u>
<b>Miscellaneous Manufacturers (0.4%)</b>				
10,000	Eaton Corp.	2.75	11/02/2022	10,086
10,000	Eaton Corp.	3.10	9/15/2027	10,177
11,842	General Electric Co. (3 mo. LIBOR + 3.33%)	5.00 <sup>(a)</sup>	<sup>(d)</sup>	11,472
5,000	Hillenbrand, Inc.	5.50	7/15/2020	5,104
1,500	Ingersoll-Rand Co.	9.00	8/15/2021	<u>1,656</u>
				<u>38,495</u>
<b>Packaging &amp; Containers (0.3%)</b>				
5,000	Ball Corp.	5.25	7/01/2025	5,443
5,000	Crown Americas, LLC / Crown Americas Capital Corp.	4.25	9/30/2026	5,081
2,000	Graphic Packaging International, LLC	4.13	8/15/2024	2,055
9,000	Sealed Air Corp. <sup>(a)</sup>	6.88	7/15/2033	<u>10,056</u>
				<u>22,635</u>
<b>Transportation (1.2%)</b>				
8,000	Burlington Northern Santa Fe, LLC	3.75	4/01/2024	8,461
10,000	Burlington Northern Santa Fe, LLC	3.65	9/01/2025	10,622
7,000	Burlington Northern Santa Fe, LLC	3.90	8/01/2046	7,442
10,000	FedEx Corp.	3.90	2/01/2035	10,179
7,000	Kansas City Southern	3.13	6/01/2026	7,002
9,412	Ryder System, Inc.	3.40	3/01/2023	9,658
5,000	TTX Co. <sup>(a)</sup>	4.15	1/15/2024	5,293
10,000	TTX Co. <sup>(a)</sup>	3.60	1/15/2025	10,504
10,000	Union Pacific Corp.	3.38	2/01/2035	9,980
10,000	Union Pacific Corp.	4.25	4/15/2043	10,717
12,000	Union Pacific Corp.	4.30	3/01/2049	<u>13,266</u>
				<u>103,124</u>
<b>Trucking &amp; Leasing (0.1%)</b>				
5,000	Penske Truck Leasing Co., LP / PTL Finance Corp. <sup>(a)</sup>	3.95	3/10/2025	<u>5,241</u>
	Total Industrial			<u>286,427</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Technology (1.4%)</b>				
<b>Computers (0.1%)</b>				
\$ 2,500	Dell International, LLC / EMC Corp. <sup>(a)</sup>	5.88%	6/15/2021	\$ 2,544
5,000	Dell International, LLC / EMC Corp. <sup>(a)</sup>	4.90	10/01/2026	5,228
				<u>7,772</u>
<b>Semiconductors (0.7%)</b>				
5,000	Analog Devices, Inc.	4.50	12/05/2036	5,247
10,000	Applied Materials, Inc.	3.30	4/01/2027	10,445
10,000	Applied Materials, Inc.	5.10	10/01/2035	12,225
5,000	Broadcom, Inc. <sup>(a)</sup>	3.63	10/15/2024	5,012
10,000	Micron Technology, Inc.	4.66	2/15/2030	10,116
7,000	QUALCOMM, Inc.	3.25	5/20/2027	7,176
10,000	QUALCOMM, Inc.	4.65	5/20/2035	11,319
				<u>61,540</u>
<b>Software (0.6%)</b>				
7,500	Activision Blizzard, Inc.	3.40	9/15/2026	7,733
10,000	Microsoft Corp.	3.30	2/06/2027	10,595
20,000	Microsoft Corp.	4.20	11/03/2035	23,095
10,000	Microsoft Corp.	3.45	8/08/2036	10,588
				<u>52,011</u>
	Total Technology			<u>121,323</u>
<b>Utilities (5.8%)</b>				
<b>Electric (4.6%)</b>				
5,000	AES Corp.	4.88	5/15/2023	5,069
10,000	AES Corp.	5.50	4/15/2025	10,383
5,000	Atlantic City Electric Co.	3.38	9/01/2024	5,150
15,000	Berkshire Hathaway Energy Co.	4.50	2/01/2045	17,133
5,000	Black Hills Corp.	5.88	7/15/2020	5,145
10,000	Black Hills Corp.	4.25	11/30/2023	10,572
15,000	Cleco Corporate Holdings, LLC	3.74	5/01/2026	15,220
10,000	Consumers Energy Co.	3.95	7/15/2047	10,984
5,000	Delmarva Power & Light Co.	4.15	5/15/2045	5,505
5,000	Dominion Energy South Carolina, Inc.	5.30	5/15/2033	6,075
5,000	Dominion Energy South Carolina, Inc.	4.10	6/15/2046	5,136
6,354	Dominion Energy, Inc.	3.07	8/15/2024	6,422
7,000	Duke Energy Carolinas, LLC	3.88	3/15/2046	7,462
10,000	Duke Energy Indiana, LLC	3.75	5/15/2046	10,362
10,000	Duke Energy Progress, LLC	4.15	12/01/2044	11,017
3,500	Duquesne Light Holdings, Inc. <sup>(a)</sup>	5.90	12/01/2021	3,722
4,000	Entergy Arkansas, LLC	3.05	6/01/2023	4,066
7,000	Entergy Louisiana, LLC	4.95	1/15/2045	7,299
5,000	Entergy Mississippi, LLC	3.25	12/01/2027	5,105

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 10,000	Entergy Texas, Inc.	2.55%	6/01/2021	\$ 9,952
15,000	Entergy Texas, Inc.	3.45	12/01/2027	15,207
5,000	Georgia Power Co.	3.25	4/01/2026	5,115
10,000	Gulf Power Co.	3.30	5/30/2027	10,371
7,500	ITC Holdings Corp.	3.35	11/15/2027	7,743
3,168	Mississippi Power Co.	4.25	3/15/2042	3,288
10,000	Monongahela Power Co. <sup>(a)</sup>	4.10	4/15/2024	10,663
9,500	National Rural Utilities Cooperative Finance Corp. (3 mo. LIBOR + 2.91%)	4.75 <sup>(a)</sup>	4/30/2043	9,486
4,000	NextEra Energy Capital Holdings, Inc. (3 mo. LIBOR + 2.13%)	4.54 <sup>(b)</sup>	6/15/2067	3,381
15,000	Northern States Power Co.	4.00	8/15/2045	16,270
20,000	Northern States Power Co.	3.60	5/15/2046	20,657
5,000	Oncor Electric Delivery Co., LLC	3.75	4/01/2045	5,293
15,000	Pacific Gas & Electric Co. <sup>(i)</sup>	2.95	3/01/2026	14,389
3,530	Pedernales Electric Cooperative, Inc. <sup>(a)</sup>	5.95	11/15/2022	3,907
5,000	Potomac Electric Power Co.	4.15	3/15/2043	5,484
26,130	PPL Capital Funding, Inc. (3 mo. LIBOR + 2.67%)	4.99 <sup>(b)</sup>	3/30/2067	23,766
10,000	Public Service Electric & Gas Co.	3.80	3/01/2046	10,668
10,000	Southern California Edison Co. (3 mo. LIBOR + 4.20%)	6.25 <sup>(a)</sup>	— <sup>(i)</sup>	10,250
10,000	Southern Co.	3.25	7/01/2026	10,201
5,000	System Energy Resources, Inc.	4.10	4/01/2023	5,234
10,000	Tri-State Generation & Transmission Association, Inc.	4.70	11/01/2044	11,091
10,000	Tri-State Generation & Transmission Association, Inc.	4.25	6/01/2046	10,372
15,000	WEC Energy Group, Inc. (3 mo. LIBOR + 2.11%)	4.63 <sup>(b)</sup>	5/15/2067	12,502
				387,117
	<b>Gas (0.7%)</b>			
10,000	Atmos Energy Corp.	4.13	10/15/2044	11,049
10,000	National Fuel Gas Co.	4.90	12/01/2021	10,368
10,000	National Fuel Gas Co.	5.20	7/15/2025	10,807
10,000	National Fuel Gas Co.	3.95	9/15/2027	9,987
7,000	Southern Co. Gas Capital Corp.	3.25	6/15/2026	7,112
11,880	Spire, Inc.	3.54	2/27/2024	11,998
				61,321
	<b>Water (0.5%)</b>			
10,000	American Water Capital Corp.	2.95	9/01/2027	10,098
10,000	Aqua America, Inc.	4.28	5/01/2049	10,951
15,000	Aquarion Co. <sup>(a)</sup>	4.00	8/15/2024	15,644
				36,693
	Total Utilities			485,131
	Total Corporate Obligations (cost: \$3,598,153)			3,725,798

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>EURODOLLAR AND YANKEE OBLIGATIONS (19.0%)</b>				
<b>Basic Materials (1.9%)</b>				
<b>Chemicals (0.5%)</b>				
\$ 10,000	Air Liquide Finance S.A. <sup>(a)</sup>	3.50%	9/27/2046	\$ 10,013
10,000	Braskem Finance Ltd.	6.45	2/03/2024	11,098
8,000	SASOL Financing USA, LLC	5.88	3/27/2024	8,571
5,000	Syngenta Finance N.V. <sup>(a)</sup>	3.93	4/23/2021	5,083
11,673	Yara International ASA <sup>(a)</sup>	4.75	6/01/2028	12,573
				<u>47,338</u>
<b>Iron/Steel (0.4%)</b>				
10,000	ArcelorMittal	6.25	2/25/2022	10,805
8,000	ArcelorMittal	7.00	10/15/2039	9,539
1,968	Vale Overseas Ltd.	4.38	1/11/2022	2,032
9,000	Vale Overseas Ltd.	6.25	8/10/2026	10,224
				<u>32,600</u>
<b>Mining (1.0%)</b>				
2,500	Anglo American Capital plc <sup>(a)</sup>	3.75	4/10/2022	2,554
5,000	Anglo American Capital plc <sup>(a)</sup>	4.88	5/14/2025	5,373
6,667	Anglo American Capital plc <sup>(a)</sup>	4.00	9/11/2027	6,734
20,000	Fresnillo plc <sup>(a)</sup>	5.50	11/13/2023	21,664
5,000	Glencore Funding, LLC <sup>(a)</sup>	4.13	5/30/2023	5,191
15,000	Glencore Funding, LLC <sup>(a)</sup>	4.00	3/27/2027	15,317
6,700	Glencore Funding, LLC <sup>(a)</sup>	4.88	3/12/2029	7,103
10,000	Kinross Gold Corp.	5.95	3/15/2024	10,962
2,000	Kinross Gold Corp.	4.50	7/15/2027	2,025
5,000	Teck Resources Ltd.	6.13	10/01/2035	5,718
				<u>82,641</u>
	Total Basic Materials			<u>162,579</u>
<b>Communications (0.8%)</b>				
<b>Internet (0.0%)</b>				
3,000	Tencent Holdings Ltd. <sup>(a)</sup>	3.93	1/19/2038	3,105
<b>Media (0.1%)</b>				
10,000	Pearson Funding Four plc <sup>(a)</sup>	3.75	5/08/2022	10,025
<b>Telecommunications (0.7%)</b>				
14,000	British Telecommunications plc	5.13	12/04/2028	15,780
15,000	Deutsche Telekom International Finance B.V. <sup>(a)</sup>	3.60	1/19/2027	15,507
5,000	Deutsche Telekom International Finance B.V. <sup>(a)</sup>	4.75	6/21/2038	5,501
10,000	Telecom Italia Capital S.A.	6.38	11/15/2033	10,499
6,667	Vodafone Group plc	5.00	5/30/2038	7,382
				<u>54,669</u>
	Total Communications			<u>67,799</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b><u>Consumer, Cyclical (1.1%)</u></b>				
<b><u>Airlines (1.1%)</u></b>				
\$ 3,423	Air Canada Pass-Through Trust <sup>(a)</sup>	5.38%	5/15/2021	\$ 3,502
18,822	Air Canada Pass-Through Trust <sup>(a)</sup>	4.13	5/15/2025	19,795
8,396	Air Canada Pass-Through Trust <sup>(a)</sup>	3.60	3/15/2027	8,663
5,132	Air Canada Pass-Through Trust <sup>(a)</sup>	3.75	12/15/2027	5,359
15,000	British Airways Pass-Through Trust <sup>(a)</sup>	4.63	6/20/2024	15,802
7,000	British Airways Pass-Through Trust <sup>(a)</sup>	3.35	6/15/2029	7,061
3,994	British Airways Pass-Through Trust <sup>(a)</sup>	3.80	9/20/2031	4,186
11,703	Latam Airlines Pass-Through Trust	4.20	11/15/2027	11,760
7,460	Turkish Airlines Pass-Through Trust <sup>(a)</sup>	4.20	3/15/2027	7,001
10,000	WestJet Airlines Ltd. <sup>(a)</sup>	3.50	6/16/2021	10,031
	Total Consumer, Cyclical			93,160
<b><u>Consumer, Non-cyclical (1.8%)</u></b>				
<b><u>Agriculture (0.7%)</u></b>				
5,000	BAT Capital Corp.	4.39	8/15/2037	4,831
20,000	BAT International Finance plc <sup>(a)</sup>	3.95	6/15/2025	20,717
20,000	Imperial Brands Finance plc <sup>(a)</sup>	4.25	7/21/2025	20,963
10,000	Imperial Brands Finance plc <sup>(a)</sup>	3.88	7/26/2029	9,969
				56,480
<b><u>Beverages (0.6%)</u></b>				
20,000	Anheuser-Busch Cos., LLC / Anheuser-Busch InBev Worldwide, Inc.	4.70	2/01/2036	22,316
6,500	Anheuser-Busch InBev Worldwide, Inc.	4.38	4/15/2038	7,014
5,250	Anheuser-Busch InBev Worldwide, Inc.	5.45	1/23/2039	6,353
10,000	Bacardi Ltd. <sup>(a)</sup>	4.70	5/15/2028	10,712
7,500	Becle S.A.B de C.V. <sup>(a)</sup>	3.75	5/13/2025	7,596
				53,991
<b><u>Cosmetics/Personal Care (0.1%)</u></b>				
6,000	Avon International Capital plc <sup>(a)</sup>	6.50	8/15/2022	6,112
<b><u>Pharmaceuticals (0.4%)</u></b>				
8,333	Elanco Animal Health, Inc.	4.27	8/28/2023	8,762
10,000	GlaxoSmithKline Capital, Inc.	4.20	3/18/2043	11,221
5,000	Takeda Pharmaceutical Co. Ltd. <sup>(a)</sup>	5.00	11/26/2028	5,738
15,000	Teva Pharmaceutical Finance Netherlands III B.V.	3.15	10/01/2026	11,684
				37,405
	Total Consumer, Non-cyclical			153,988

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Diversified (0.5%)</b>				
<b>Holding Companies-Diversified (0.5%)</b>				
\$ 7,500	CK Hutchison International Ltd. <sup>(a)</sup>	2.75%	10/03/2026	\$ 7,397
10,000	CK Hutchison International Ltd. <sup>(a)</sup>	3.50	4/05/2027	10,344
10,000	CK Hutchison International Ltd. <sup>(a)</sup>	3.25	9/29/2027	10,186
5,000	Hutchison Whampoa International Ltd. <sup>(a)</sup>	4.63	1/13/2022	5,228
10,000	Hutchison Whampoa International Ltd. <sup>(a)</sup>	3.63	10/31/2024	10,429
	Total Diversified			43,584
<b>Energy (1.2%)</b>				
<b>Oil &amp; Gas (1.0%)</b>				
4,500	Aker BP ASA <sup>(a)</sup>	5.88	3/31/2025	4,728
5,000	BP Capital Markets plc	3.28	9/19/2027	5,176
10,000	BP Capital Markets plc	3.72	11/28/2028	10,705
11,000	Eni SpA <sup>(a)</sup>	4.75	9/12/2028	12,112
4,000	Eni SpA <sup>(a)</sup>	4.25	5/09/2029	4,247
5,000	Noble Holding International Ltd. <sup>(i)</sup>	7.95	4/01/2025	3,663
7,407	Petrobras Global Finance B.V.	5.75	2/01/2029	7,929
6,000	Petroleos Mexicanos	5.38	3/13/2022	6,092
15,000	Saudi Arabian Oil Co. <sup>(a)</sup>	4.25	4/16/2039	15,615
10,000	Shell International Finance B.V.	3.63	8/21/2042	10,302
				80,569
<b>Pipelines (0.2%)</b>				
6,000	APT Pipelines Ltd. <sup>(a)</sup>	4.25	7/15/2027	6,312
12,124	TransCanada PipeLines Ltd. (3 mo. LIBOR + 2.21%)	4.73 <sup>(b)</sup>	5/15/2067	9,843
				16,155
	Total Energy			96,724
<b>Financial (8.5%)</b>				
<b>Banks (6.7%)</b>				
15,000	ABN AMRO Bank N.V. <sup>(a)</sup>	4.75	7/28/2025	16,103
10,000	ABN AMRO Bank N.V. <sup>(a)</sup>	4.80	4/18/2026	10,792
10,000	Australia & New Zealand Banking Group Ltd. <sup>(a)</sup>	4.40	5/19/2026	10,504
1,000	Banco Santander Mexico S.A. Institucion de Banca Multiple Grupo Financiero Santand			
	(1 mo. LIBOR + 3.00%) <sup>(a)</sup>	5.95 <sup>(k)</sup>	10/01/2028	1,059
7,500	Bank of Montreal (5 Yr. Semi-Annual Swap + 1.43%)	3.80 <sup>(k)</sup>	12/15/2032	7,627
10,000	Bank of Nova Scotia	4.50	12/16/2025	10,766
5,000	Banque Federative du Credit Mutuel S.A. <sup>(a)</sup>	2.70	7/20/2022	5,023
12,300	Barclays plc	4.84	5/09/2028	12,482
10,000	Barclays plc (3 mo. LIBOR + 3.05%)	5.09 <sup>(k)</sup>	6/20/2030	10,106
10,000	BBVA Bancomer S.A. <sup>(a)</sup>	4.38	4/10/2024	10,447
5,000	BNP Paribas S.A. (3 mo. LIBOR + 1.29%) <sup>(a)</sup>	7.20 <sup>(k)</sup>	— <sup>(l)</sup>	5,495

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 10,000	BNP Paribas S.A. (1 mo. LIBOR + 2.24%) <sup>(a)</sup>	4.71% <sup>(k)</sup>	1/10/2025	\$ 10,691
5,000	BNP Paribas S.A. <sup>(a)</sup>	4.38	9/28/2025	5,230
10,000	BNP Paribas S.A. <sup>(a)</sup>	4.38	5/12/2026	10,542
4,000	BNP Paribas S.A. <sup>(a)</sup>	4.63	3/13/2027	4,264
9,200	BPCE S.A. <sup>(a)</sup>	3.00	5/22/2022	9,280
5,000	BPCE S.A. <sup>(a)</sup>	4.00	9/12/2023	5,226
9,524	BPCE S.A. <sup>(a)</sup>	3.50	10/23/2027	9,741
10,000	BPCE S.A. <sup>(a)</sup>	3.25	1/11/2028	10,182
5,833	Cadence BanCorp (3 mo. LIBOR + 3.03%)	4.75 <sup>(k)</sup>	6/30/2029	5,576
3,177	Canadian Imperial Bank of Commerce <sup>(a)</sup>	7.26	4/10/2032	3,796
10,000	Commonwealth Bank of Australia <sup>(a)</sup>	3.25	7/20/2023	10,371
10,000	Cooperatieve Rabobank U.A.	3.88	2/08/2022	10,357
16,903	Cooperatieve Rabobank U.A.	3.95	11/09/2022	17,498
8,000	Cooperatieve Rabobank U.A. (5-Yr. Semi-Annual Swap + 1.89%), acquired 11/02/2017-11/03/2017; cost \$4,099-\$4,104 <sup>(a)</sup>	4.00 <sup>(k)</sup>	4/10/2029	8,209
14,286	Credit Agricole S.A. <sup>(a)</sup>	3.25	10/04/2024	14,570
15,000	Credit Agricole S.A. <sup>(a)</sup>	4.13	1/10/2027	15,970
21,400	Credit Suisse Group AG <sup>(a)</sup>	3.57	1/09/2023	21,792
4,445	Credit Suisse Group AG (3 mo. LIBOR + 1.41%) <sup>(a)</sup>	3.87 <sup>(k)</sup>	1/12/2029	4,585
10,000	Credit Suisse Group Funding Guernsey Ltd.	4.55	4/17/2026	10,856
5,000	Danske Bank A/S <sup>(a)</sup>	5.38	1/12/2024	5,449
10,000	Deutsche Bank AG	5.00	2/14/2022	10,321
10,000	Deutsche Bank AG (5 Yr. Semi-Annual Swap + 2.55%)	4.88 <sup>(k)</sup>	12/01/2032	8,982
15,000	HSBC Bank plc (6 mo. LIBOR + 0.25%), acquired 10/16/2012; cost \$7,350 <sup>(a)</sup>	2.50 <sup>(b)</sup>	— <sup>(l)</sup>	10,357
10,000	HSBC Holdings plc	3.90	5/25/2026	10,475
5,000	HSBC Holdings plc	4.38	11/23/2026	5,304
14,100	ING Groep N.V.	3.95	3/29/2027	14,991
25,000	Lloyds Banking Group plc	3.75	1/11/2027	25,358
5,000	Lloyds Banking Group plc (3 mo. LIBOR + 1.21%)	3.57 <sup>(k)</sup>	11/07/2028	4,961
20,000	Mizuho Financial Group, Inc.	3.17	9/11/2027	20,446
5,000	National Australia Bank Ltd.	3.00	1/20/2023	5,103
11,000	Nordea Bank AB <sup>(a)</sup>	4.88	5/13/2021	11,384
20,000	Royal Bank of Canada	4.65	1/27/2026	21,821
10,000	Royal Bank of Scotland Group plc	6.13	12/15/2022	10,789
5,000	Royal Bank of Scotland Group plc	6.10	6/10/2023	5,387
7,000	Royal Bank of Scotland Group plc	3.88	9/12/2023	7,126
4,000	Royal Bank of Scotland Group plc (3 mo. LIBOR + 1.76%)	4.27 <sup>(k)</sup>	3/22/2025	4,098
5,000	Royal Bank of Scotland Group plc	4.80	4/05/2026	5,348
10,000	Royal Bank of Scotland Group plc (1 mo. LIBOR + 1.91%)	5.08 <sup>(k)</sup>	1/27/2030	10,793



Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 5,000	Santander UK Group Holdings plc	3.57%	1/10/2023	\$ 5,055
20,000	Santander UK plc <sup>(a)</sup>	5.00	11/07/2023	21,088
5,000	Santander UK plc	4.00	3/13/2024	5,251
7,500	Standard Chartered plc (1 mo. LIBOR + 1.97%) <sup>(a)</sup>	4.87 <sup>(k)</sup>	3/15/2033	7,860
7,500	Suncorp-Metway Ltd. <sup>(a)</sup>	2.80	5/04/2022	7,547
7,500	Swedbank AB <sup>(a)</sup>	2.65	3/10/2021	7,500
10,000	Toronto-Dominion Bank (5-Yr. Semi-Annual Swap + 2.21%)	3.63 <sup>(k)</sup>	9/15/2031	10,140
10,000	Westpac Banking Corp. (5 Yr. Semi-Annual Swap + 2.24%)	4.32 <sup>(k)</sup>	11/23/2031	10,357
				<u>562,431</u>
	<b>Diversified Financial Services (0.4%)</b>			
7,000	AerCap Ireland Capital DAC / AerCap Global Aviation Trust	4.63	7/01/2022	7,348
6,460	Avolon Holdings Funding Ltd. <sup>(a)</sup>	4.38	5/01/2026	6,676
10,000	Brookfield Finance, Inc.	4.85	3/29/2029	10,976
10,000	ORIX Corp.	3.70	7/18/2027	10,503
				<u>35,503</u>
	<b>Insurance (0.6%)</b>			
19,300	Oil Insurance Ltd. (3 mo. LIBOR + 2.98%) <sup>(a)</sup>	5.30 <sup>(b)</sup>	— <sup>(l)</sup>	18,503
20,000	QBE Capital Funding III Ltd. (10 Yr. Semi-Annual Swap + 4.05%) <sup>(a)</sup>	7.25 <sup>(k)</sup>	5/24/2041	21,200
5,000	XLIT Ltd. (3 mo. LIBOR + 2.46%)	4.76 <sup>(b)</sup>	— <sup>(l)</sup>	4,971
5,000	XLIT Ltd.	4.45	3/31/2025	5,368
				<u>50,042</u>
	<b>REITS (0.4%)</b>			
5,000	Scentre Group Trust <sup>(a)</sup>	2.38	4/28/2021	4,977
10,000	Scentre Group Trust <sup>(a)</sup>	3.25	10/28/2025	10,106
20,000	WEA Finance, LLC / Westfield UK & Europe Finance plc <sup>(a)</sup>	3.75	9/17/2024	20,952
				<u>36,035</u>
	<b>Savings &amp; Loans (0.4%)</b>			
20,000	Nationwide Building Society <sup>(a)</sup>	4.00	9/14/2026	20,013
12,000	Nationwide Building Society (1 mo. LIBOR + 1.85%) <sup>(a)</sup>	4.13 <sup>(k)</sup>	10/18/2032	11,570
				<u>31,583</u>
	Total Financial			<u>715,594</u>
	<b>Government (0.1%)</b>			
	<b>Multi-National (0.1%)</b>			
5,000	Caribbean Development Bank <sup>(a)</sup>	4.38	11/09/2027	5,153

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Industrial (2.1%)</b>				
<b>Aerospace/Defense (0.1%)</b>				
\$ 5,000	Rolls-Royce plc <sup>(a)</sup>	3.63%	10/14/2025	\$ 5,152
<b>Building Materials (0.3%)</b>				
3,462	Boral Finance Proprietary Ltd. <sup>(a)</sup>	3.75	5/01/2028	3,496
9,250	Cemex SAB de CV <sup>(a)</sup>	7.75	4/16/2026	10,019
10,000	Holcim U.S. Finance Sarl & Cie SCS <sup>(a)</sup>	6.00	12/30/2019	10,117
1,435	LafargeHolcim Finance U.S., LLC <sup>(a)</sup>	3.50	9/22/2026	1,438
				<u>25,070</u>
<b>Electronics (0.1%)</b>				
4,800	Tyco Electronics Group S.A.	3.13	8/15/2027	4,825
<b>Engineering &amp; Construction (0.4%)</b>				
10,000	Heathrow Funding Ltd. <sup>(a)</sup>	4.88	7/15/2021	10,365
10,000	Sydney Airport Finance Co. Proprietary Ltd. <sup>(a)</sup>	3.90	3/22/2023	10,407
10,000	Sydney Airport Finance Co. Proprietary Ltd. <sup>(a)</sup>	3.63	4/28/2026	10,270
				<u>31,042</u>
<b>Machinery-Diversified (0.3%)</b>				
15,000	CNH Industrial N.V.	4.50	8/15/2023	15,861
5,000	CNH Industrial N.V.	3.85	11/15/2027	5,065
				<u>20,926</u>
<b>Miscellaneous Manufacturers (0.5%)</b>				
20,000	Siemens Financieringsmaatschappij N.V. <sup>(a)</sup>	3.25	5/27/2025	20,741
10,000	Siemens Financieringsmaatschappij N.V. <sup>(a)</sup>	3.40	3/16/2027	10,533
12,250	Smiths Group plc <sup>(a)</sup>	3.63	10/12/2022	12,396
				<u>43,670</u>
<b>Packaging &amp; Containers (0.3%)</b>				
4,750	Amcor Finance USA, Inc. <sup>(a)</sup>	3.63	4/28/2026	4,812
5,500	Brambles USA, Inc. <sup>(a)</sup>	4.13	10/23/2025	5,754
7,500	CCL Industries, Inc. <sup>(a)</sup>	3.25	10/01/2026	7,409
2,500	Reynolds Group Issuer, Inc. / Reynolds Group Issuer, LLC / Reynolds Group Issuer Lu <sup>(a)</sup>	5.13	7/15/2023	2,546
5,000	Reynolds Group Issuer, Inc. / Reynolds Group Issuer, LLC / Reynolds Group Issuer Lu <sup>(a)</sup>	7.00	7/15/2024	5,176
				<u>25,697</u>
<b>Transportation (0.1%)</b>				
12,000	Canadian National Railway Co.	2.75	3/01/2026	12,179
<b>Trucking &amp; Leasing (0.0%)</b>				
3,000	DAE Funding, LLC <sup>(a)</sup>	5.00	8/01/2024	3,156
	Total Industrial			<u>171,717</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Utilities (1.0%)</b>				
<b>Electric (1.0%)</b>				
\$ 5,000	Comision Federal de Electricidad <sup>(a)</sup>	4.75%	2/23/2027	\$ 5,156
2,500	Edison International	5.75	6/15/2027	2,787
5,000	EDP Finance B.V. <sup>(a)</sup>	5.25	1/14/2021	5,177
25,000	Electricite de France S.A. (10 Yr. Semi-Annual Swap + 3.71%) <sup>(a)</sup>	5.25 <sup>(k)</sup>	— <sup>(l)</sup>	25,574
6,000	Emera U.S. Finance, LP	3.55	6/15/2026	6,182
10,000	Enel Chile S.A.	4.88	6/12/2028	10,945
5,000	Enel Finance International N.V. <sup>(a)</sup>	4.63	9/14/2025	5,374
5,000	Enel Finance International N.V. <sup>(a)</sup>	3.63	5/25/2027	5,050
10,000	Fortis, Inc.	3.06	10/04/2026	10,013
3,500	Transelec S.A. <sup>(a)</sup>	3.88	1/12/2029	3,559
	Total Utilities			<u>79,817</u>
	Total Eurodollar and Yankee Obligations (cost: \$1,527,989)			<u>1,590,115</u>
<b>FOREIGN GOVERNMENT OBLIGATIONS (0.4%)</b>				
10,000	Italy Government International Bond	5.38	6/15/2033	11,132
CAD15,000	Province of Alberta	2.55	12/15/2022	11,619
CAD20,000	Province of Ontario	2.85	6/02/2023	15,694
	Total Foreign Government Obligations (cost: \$45,824)			<u>38,445</u>
<b>MUNICIPAL OBLIGATIONS (6.3%)</b>				
<b>Arizona (0.0%)</b>				
3,500	School Facilities Board	2.38	9/01/2019	3,498
<b>California (0.8%)</b>				
5,000	Industry Public Facilities Auth. (INS - Assured Guaranty Municipal Corp.)	3.47	1/01/2021	5,051
5,000	Industry Public Facilities Auth. (INS - Assured Guaranty Municipal Corp.)	3.82	1/01/2022	5,139
1,250	Las Virgenes Unified School District	5.54	8/01/2025	1,414
850	Placentia Yorba Linda Unified School District	5.40	8/01/2021	902
5,000	Port of Oakland	4.50	5/01/2030	5,383
75	Port of Oakland (PRE)	4.50	5/01/2032	81
11,625	Port of Oakland	4.50	5/01/2032	12,444
4,250	Riverside CCD	3.49	8/01/2023	4,470
3,000	Riverside CCD	3.61	8/01/2024	3,194
10,000	San Jose Redev. Agency Successor Agency	3.13	8/01/2028	10,341
5,250	San Marcos Redev. Agency Successor Agency	4.02	10/01/2025	5,676
6,500	San Marcos Redev. Agency Successor Agency	4.47	10/01/2029	7,321

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 2,000	Torrance Unified School District	5.52%	8/01/2021	\$ 2,131
2,590	Vista Redev. Agency (INS - Assured Guaranty Municipal Corp.)	4.13	9/01/2030	2,740
				<u>66,287</u>
	<b>Colorado (0.1%)</b>			
5,000	El Paso County	4.47	10/01/2035	<u>5,738</u>
	<b>Connecticut (0.7%)</b>			
10,000	City of Bridgeport	4.03	8/15/2028	10,487
7,380	City of Bridgeport	4.08	8/15/2029	7,727
10,000	City of New Haven	4.68	8/01/2031	11,096
5,000	State	3.23	1/15/2025	5,174
1,500	State	3.43	4/15/2028	1,577
2,500	State	3.90	9/15/2028	2,721
3,845	Town of Hamden	4.93	8/15/2030	4,173
10,000	Town of Stratford	5.75	8/15/2030	11,157
				<u>54,112</u>
	<b>Florida (0.4%)</b>			
3,250	City of Jacksonville	2.00	10/01/2019	3,244
3,000	City of Jacksonville	2.37	10/01/2020	2,982
2,500	County of Miami-Dade Aviation Revenue	3.38	10/01/2030	2,623
8,250	Miami-Dade County Aviation	2.70	10/01/2026	8,316
10,000	Miami-Dade County School Board (INS - Assured Guaranty Municipal Corp.)	5.38	5/01/2031	10,598
6,000	Palm Beach County School District	5.40	8/01/2025	6,941
				<u>34,704</u>
	<b>Georgia (0.0%)</b>			
2,000	Atlanta & Fulton County Recreation Auth.	3.80	12/15/2037	2,063
1,500	Atlanta & Fulton County Recreation Auth.	4.00	12/15/2046	1,519
				<u>3,582</u>
	<b>Hawaii (0.3%)</b>			
900	City & County of Honolulu	2.81	11/01/2023	916
680	City & County of Honolulu	3.06	11/01/2025	694
775	City & County of Honolulu	3.16	11/01/2026	792
625	City & County of Honolulu	3.26	11/01/2027	640
690	City & County of Honolulu	3.36	11/01/2028	708
7,000	State	2.80	10/01/2027	7,138
3,000	State Department of Budget and Finance	3.25	1/01/2025	3,157
7,235	State Department of Budget and Finance	3.10	5/01/2026	7,586
				<u>21,631</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Idaho (0.1%)</b>				
\$ 2,500	State Building Auth.	3.78%	9/01/2030	\$ 2,700
2,120	State Building Auth.	3.93	9/01/2031	2,305
2,000	State Building Auth.	3.98	9/01/2032	2,175
				<u>7,180</u>
<b>Illinois (0.5%)</b>				
6,500	Chicago Midway International Airport	5.00	1/01/2025	7,441
8,000	Chicago Midway International Airport	5.00	1/01/2026	9,141
5,000	Chicago O'Hare International Airport	5.00	1/01/2021	5,250
6,500	City of Chicago Wastewater Transmission	5.84	1/01/2035	7,896
2,025	Finance Auth.	3.55	8/15/2029	2,112
3,000	Finance Auth.	3.60	8/15/2030	3,139
4,500	Winnebago & Boone County School District No. 205	3.80	12/01/2026	4,729
				<u>39,708</u>
<b>Indiana (0.1%)</b>				
4,955	Finance Auth.	4.36	7/15/2029	5,595
4,260	Finance Auth.	4.53	7/15/2031	4,928
1,500	Finance Auth.	3.62	7/01/2036	1,559
				<u>12,082</u>
<b>Kansas (0.1%)</b>				
10,000	Dev. Finance Auth.	4.73	4/15/2037	<u>11,585</u>
<b>Kentucky (0.1%)</b>				
1,000	Economic Dev. Finance Auth. (INS - Assured Guaranty Municipal Corp.)	3.62	12/01/2025	1,033
2,335	Economic Dev. Finance Auth.	3.72	12/01/2026	2,433
1,985	Economic Dev. Finance Auth.	3.82	12/01/2027	2,087
1,000	Economic Dev. Finance Auth.	3.92	12/01/2028	1,057
1,500	Economic Dev. Finance Auth.	4.02	12/01/2029	1,592
1,300	Economic Dev. Finance Auth.	4.12	12/01/2030	1,387
				<u>9,589</u>
<b>Maine (0.1%)</b>				
5,000	Municipal Bond Bank	4.25	6/01/2023	<u>5,359</u>
<b>Maryland (0.1%)</b>				
2,290	EDC	4.05	6/01/2027	2,381
2,390	EDC	4.15	6/01/2028	2,495
2,495	EDC	4.25	6/01/2029	2,614
1,325	EDC	4.35	6/01/2030	1,396
1,385	EDC	4.40	6/01/2031	1,462
				<u>10,348</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Mississippi (0.2%)</b>				
\$ 1,800	State	2.83%	12/01/2024	\$ 1,851
2,000	State	3.03	12/01/2025	2,076
10,000	State	3.73	10/01/2032	10,840
				<u>14,767</u>
<b>New Jersey (0.5%)</b>				
2,525	City of Atlantic	4.23	9/01/2025	2,683
2,415	City of Atlantic	4.29	9/01/2026	2,567
14,310	EDA	4.45	6/15/2020	14,522
2,700	EDA	5.25	9/01/2022	2,861
2,500	EDA	5.71	6/15/2030	2,927
3,000	Educational Facilities Auth.	4.02	7/01/2039	3,092
500	South Jersey Port Corp.	5.00	1/01/2025	572
1,000	South Jersey Port Corp.	5.00	1/01/2026	1,164
1,000	South Jersey Port Corp.	5.00	1/01/2027	1,181
500	South Jersey Port Corp.	5.00	1/01/2028	598
5,000	Transportation Trust Fund Auth. (INS - AMBAC Assurance Corp.)	5.25	12/15/2022	5,592
3,320	Transportation Trust Fund Auth.	5.50	12/15/2022	3,740
1,810	Transportation Trust Fund Auth.	5.75	12/15/2028	2,081
				<u>43,580</u>
<b>New Mexico (0.0%)</b>				
1,000	Sandoval County	2.72	6/01/2020	<u>1,000</u>
<b>New York (0.5%)</b>				
11,400	Dormitory Auth.	5.10	8/01/2034	13,173
10,000	Long Island Power Auth. <sup>(b)</sup>	5.25	5/01/2022	10,641
2,500	Long Island Power Auth.	3.98	9/01/2025	2,652
2,500	Long Island Power Auth.	4.13	9/01/2026	2,687
5,000	New York City Transitional Finance Auth.	5.00	2/01/2035	5,273
1,830	Town of Oyster Bay	3.80	2/01/2020	1,836
1,500	Town of Oyster Bay	3.95	2/01/2021	1,521
				<u>37,783</u>
<b>North Carolina (0.1%)</b>				
5,000	City of Kannapolis	7.28	3/01/2027	<u>5,133</u>
<b>Ohio (0.1%)</b>				
10,000	Cleveland Public Power	5.50	11/15/2038	<u>10,539</u>
<b>Oklahoma (0.2%)</b>				
10,250	Dev. Finance Auth.	5.45	8/15/2028	11,591
1,365	Dev. Finance Auth.	5.88	8/01/2037	1,142
				<u>12,733</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Pennsylvania (0.4%)</b>				
\$ 5,045	Commonwealth Financing Auth.	3.86%	6/01/2038	\$ 5,321
1,375	Economic Dev. Finance Auth.	3.20	11/15/2027	1,418
10,000	IDA	3.56	7/01/2024	10,312
10,000	Philadelphia School District	5.06	9/01/2042	11,371
1,625	Public School Building Auth. (INS - Build America Mutual Assurance Co.)	2.84	12/01/2019	1,626
1,300	Public School Building Auth. (INS - Build America Mutual Assurance Co.)	4.08	12/01/2023	1,376
2,810	Scranton School District (Put Date 6/15/2024) <sup>(o)</sup>	3.15	6/15/2034	2,805
1,415	Scranton School District (Put Date 6/15/2024) <sup>(o)</sup>	3.15	6/15/2034	1,413
				<u>35,642</u>
<b>South Carolina (0.1%)</b>				
10,000	Public Service Auth.	4.77	12/01/2045	<u>11,758</u>
<b>Tennessee (0.2%)</b>				
2,000	Jackson Energy Auth.	2.90	4/01/2022	2,023
2,745	Jackson Energy Auth.	3.05	4/01/2023	2,801
3,915	Jackson Energy Auth.	3.20	4/01/2024	4,008
8,000	Metropolitan Nashville & Davidson County Health & Educational Board	4.05	7/01/2026	8,667
				<u>17,499</u>
<b>Texas (0.6%)</b>				
1,550	City of Austin CCD	6.76	8/01/2030	2,012
2,000	City of Austin CCD	6.91	8/01/2035	2,802
5,000	City of Houston Combined Utility System	5.00	11/15/2033	5,224
9,000	Colony Local Dev. Corp. (INS - Berkshire Hathaway Assurance Corp.)	4.38	10/01/2033	10,312
12,570	Dallas-Fort Worth International Airport Facilities	4.00	11/01/2021	12,984
2,265	Dallas-Fort Worth International Airport Facilities	4.44	11/01/2021	2,370
9,700	Ector County Hospital District	7.18	9/15/2035	9,878
2,000	McLennan County Public Facility Corp.	3.90	6/01/2029	2,091
1,000	Nueces County Port of Corpus Christi Auth.	3.49	12/01/2025	1,044
				<u>48,717</u>
	Total Municipal Obligations (cost: \$488,036)			<u>524,554</u>
<b>PREFERRED BONDS (0.1%)</b>				
<b>Financial (0.1%)</b>				
<b>Insurance (0.1%)</b>				
5,000	Catlin Insurance Co. Ltd. (3 mo. LIBOR + 2.98%) <sup>(a)</sup> (cost: \$5,000)	5.28 <sup>(b)</sup>	— <sup>(l)</sup>	<u>4,990</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>U.S. GOVERNMENT AGENCY ISSUES (5.2%)<sup>(p)</sup></b>				
<b>Agency Collateral CMO (0.1%)</b>				
\$ 9,253	Freddie Mac <sup>(+)</sup>	4.00%	6/15/2029	\$ 9,491
<b>Commercial MBS (4.2%)</b>				
10,524	Fannie Mae <sup>(+)</sup>	2.15	1/25/2023	10,496
4,834	Fannie Mae <sup>(+)</sup>	2.64 <sup>(e)</sup>	11/25/2024	4,921
3,500	Fannie Mae <sup>(+)</sup>	2.79 <sup>(e)</sup>	2/25/2027	3,594
8,000	Fannie Mae <sup>(+)</sup>	2.89 <sup>(e)</sup>	5/25/2029	8,222
2,500	Fannie Mae <sup>(+)</sup>	2.96 <sup>(e)</sup>	2/25/2027	2,584
7,105	Fannie Mae <sup>(+)</sup>	3.04 <sup>(e)</sup>	3/25/2028	7,443
64,866	Freddie Mac <sup>(+)(f)</sup>	0.83 <sup>(e)</sup>	10/25/2022	1,405
90,358	Freddie Mac <sup>(+)(f)</sup>	0.99 <sup>(e)</sup>	11/25/2022	2,368
55,047	Freddie Mac <sup>(+)(f)</sup>	1.33 <sup>(e)</sup>	1/25/2022	1,318
88,514	Freddie Mac <sup>(+)(f)</sup>	1.40 <sup>(e)</sup>	5/25/2022	2,742
67,485	Freddie Mac <sup>(+)(f)</sup>	1.43 <sup>(e)</sup>	6/25/2022	2,226
3,401	Freddie Mac <sup>(+)</sup>	1.60	8/15/2051	3,430
10,000	Freddie Mac <sup>(+)</sup>	2.59	5/25/2026	10,094
20,000	Freddie Mac <sup>(+)</sup>	2.65	8/25/2026	20,395
17,000	Freddie Mac <sup>(+)</sup>	2.77	5/25/2025	17,393
15,000	Freddie Mac <sup>(+)</sup>	2.81	1/25/2025	15,401
12,000	Freddie Mac <sup>(+)</sup>	2.85	3/25/2026	12,355
10,000	Freddie Mac <sup>(+)</sup>	2.90	6/25/2029	10,358
7,000	Freddie Mac <sup>(+)</sup>	3.00	12/25/2025	7,274
8,000	Freddie Mac <sup>(+)</sup>	3.01	7/25/2025	8,312
10,000	Freddie Mac <sup>(+)</sup>	3.02	1/25/2025	10,377
11,911	Freddie Mac <sup>(+)</sup>	3.02	3/25/2027	12,309
5,500	Freddie Mac <sup>(+)</sup>	3.06	4/25/2034	5,668
4,855	Freddie Mac <sup>(+)</sup>	3.12 <sup>(e)</sup>	10/25/2031	5,068
9,500	Freddie Mac <sup>(+)</sup>	3.17	3/25/2027	10,001
5,759	Freddie Mac <sup>(+)</sup>	3.19 <sup>(e)</sup>	9/25/2027	6,081
4,533	Freddie Mac <sup>(+)</sup>	3.24	8/25/2027	4,801
7,500	Freddie Mac <sup>(+)</sup>	3.29 <sup>(e)</sup>	3/25/2029	7,988
8,766	Freddie Mac <sup>(+)</sup>	3.30 <sup>(e)</sup>	11/25/2027	9,326
8,420	Freddie Mac <sup>(+)</sup>	3.33 <sup>(e)</sup>	3/25/2027	8,912
10,000	Freddie Mac <sup>(+)</sup>	3.37	7/25/2025	10,513
10,000	Freddie Mac <sup>(+)</sup>	3.41	12/25/2026	10,695
9,000	Freddie Mac <sup>(+)</sup>	3.43 <sup>(e)</sup>	1/25/2027	9,628
4,455	Freddie Mac <sup>(+)</sup>	3.46	11/25/2032	4,814
15,500	Freddie Mac <sup>(+)</sup>	3.51	4/25/2030	16,732
10,000	Freddie Mac <sup>(+)</sup>	3.54	3/25/2034	10,888
3,000	Freddie Mac <sup>(+)</sup>	3.65 <sup>(e)</sup>	2/25/2028	3,267
19,200	Freddie Mac <sup>(+)</sup>	3.79	1/25/2034	21,369



Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 7,000	Freddie Mac(+)	3.90%	12/25/2030	\$ 7,852
5,000	Freddie Mac(+)	3.90	10/25/2033	5,621
5,000	Freddie Mac(+)	3.92 <sup>(e)</sup>	9/25/2028	5,565
5,000	Freddie Mac(+)	4.05 <sup>(e)</sup>	9/25/2028	5,617
6,794	Freddie Mac(+)	4.06 <sup>(e)</sup>	10/25/2028	7,645
				<u>353,068</u>
<b>FGLMC Collateral (0.4%)</b>				
8,892	Freddie Mac(+)	3.50	5/01/2042	9,257
9,959	Freddie Mac(+)	3.50	6/01/2046	10,290
3,621	Freddie Mac(+)	3.50	8/01/2046	3,770
7,992	Freddie Mac(+)	3.50	5/01/2047	8,245
26	Freddie Mac(+)	5.00	6/01/2020	26
172	Freddie Mac(+)	5.00	1/01/2021	174
162	Freddie Mac(+)	5.50	11/01/2020	164
86	Freddie Mac(+)	5.50	12/01/2020	87
553	Freddie Mac(+)	5.50	12/01/2035	618
338	Freddie Mac(+)	5.50	4/01/2036	378
				<u>33,009</u>
<b>GNMA Collateral (0.1%)</b>				
2,322	Government National Mortgage Assn. I	5.00	8/15/2033	2,488
45	Government National Mortgage Assn. I	6.00	8/15/2028	47
40	Government National Mortgage Assn. I	6.00	9/15/2028	42
101	Government National Mortgage Assn. I	6.00	9/15/2028	110
1,000	Government National Mortgage Assn. I	6.00	9/15/2028	1,103
163	Government National Mortgage Assn. I	6.00	10/15/2028	179
105	Government National Mortgage Assn. I	6.00	1/15/2029	111
12	Government National Mortgage Assn. I	6.00	1/15/2029	13
135	Government National Mortgage Assn. I	6.00	1/15/2029	148
179	Government National Mortgage Assn. I	6.00	1/15/2033	203
4	Government National Mortgage Assn. I	6.50	6/15/2023	3
100	Government National Mortgage Assn. I	6.50	7/15/2023	106
17	Government National Mortgage Assn. I	6.50	9/15/2023	18
83	Government National Mortgage Assn. I	6.50	10/15/2023	87
36	Government National Mortgage Assn. I	6.50	10/15/2023	38
9	Government National Mortgage Assn. I	6.50	10/15/2023	9
101	Government National Mortgage Assn. I	6.50	12/15/2023	107
46	Government National Mortgage Assn. I	6.50	12/15/2023	48
18	Government National Mortgage Assn. I	6.50	1/15/2024	19
31	Government National Mortgage Assn. I	6.50	2/15/2024	33
39	Government National Mortgage Assn. I	6.50	4/15/2026	42
184	Government National Mortgage Assn. I	6.50	5/15/2028	205
422	Government National Mortgage Assn. I	6.50	10/15/2031	483

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$	16 Government National Mortgage Assn. I	7.00%	5/15/2023	\$ 17
	17 Government National Mortgage Assn. I	7.00	5/15/2023	18
	6 Government National Mortgage Assn. I	7.00	5/15/2023	6
	10 Government National Mortgage Assn. I	7.00	5/15/2023	10
	37 Government National Mortgage Assn. I	7.00	6/15/2023	39
	7 Government National Mortgage Assn. I	7.00	6/15/2023	7
	6 Government National Mortgage Assn. I	7.00	8/15/2023	6
	6 Government National Mortgage Assn. I	7.00	8/15/2023	6
	45 Government National Mortgage Assn. I	7.00	8/15/2023	47
	6 Government National Mortgage Assn. I	7.00	8/15/2023	6
	23 Government National Mortgage Assn. I	7.00	9/15/2023	23
	10 Government National Mortgage Assn. I	7.00	1/15/2026	11
	17 Government National Mortgage Assn. I	7.00	3/15/2026	18
	4 Government National Mortgage Assn. I	7.00	3/15/2026	5
	105 Government National Mortgage Assn. I	7.00	10/15/2027	118
	148 Government National Mortgage Assn. I	7.00	6/15/2029	165
	95 Government National Mortgage Assn. I	7.00	6/15/2029	103
	18 Government National Mortgage Assn. I	7.00	7/15/2029	18
	181 Government National Mortgage Assn. I	7.00	8/15/2031	213
	50 Government National Mortgage Assn. I	7.00	7/15/2032	59
	37 Government National Mortgage Assn. I	7.50	7/15/2023	39
	114 Government National Mortgage Assn. I	7.50	6/15/2026	125
	50 Government National Mortgage Assn. I	7.50	6/15/2026	54
	35 Government National Mortgage Assn. I	7.50	7/15/2026	36
	62 Government National Mortgage Assn. I	7.50	5/15/2027	68
	107 Government National Mortgage Assn. I	7.50	2/15/2028	119
	77 Government National Mortgage Assn. I	7.50	12/15/2028	88
	59 Government National Mortgage Assn. I	7.50	8/15/2029	69
				<u>7,135</u>
	<b>GNMA2 Collateral (0.0%)</b>			
	395 Government National Mortgage Assn. II	5.50	4/20/2033	443
	380 Government National Mortgage Assn. II	6.00	8/20/2032	432
	282 Government National Mortgage Assn. II	6.00	9/20/2032	321
	126 Government National Mortgage Assn. II	6.50	8/20/2031	144
				<u>1,340</u>
	<b>Transportation (0.1%)</b>			
	7,692 Totem Ocean Trailer Express, Inc., Title XI (NBGA - United States Government)	6.37	4/15/2028	<u>8,828</u>
	<b>UMBS Collateral (0.3%)</b>			
	6,873 Fannie Mae <sup>(+)</sup>	2.50	2/01/2028	6,919
	4,548 Fannie Mae <sup>(+)</sup>	4.00	4/01/2048	4,715

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 1,224	Fannie Mae(+)	5.00%	6/01/2033	\$ 1,330
117	Fannie Mae(+)	5.50	7/01/2021	120
1,503	Fannie Mae(+)	5.50	9/01/2035	1,679
750	Fannie Mae(+)	5.50	10/01/2035	838
239	Fannie Mae(+)	5.50	1/01/2036	267
663	Fannie Mae(+)	5.50	4/01/2036	741
763	Fannie Mae(+)	5.50	2/01/2037	851
417	Fannie Mae(+)	5.50	3/01/2037	467
334	Fannie Mae(+)	5.50	11/01/2037	374
908	Fannie Mae(+)	5.50	5/01/2038	1,011
686	Fannie Mae(+)	6.00	5/01/2036	783
492	Fannie Mae(+)	6.00	6/01/2036	562
714	Fannie Mae(+)	6.00	8/01/2037	817
176	Fannie Mae(+)	6.50	4/01/2031	201
4	Fannie Mae(+)	6.50	7/01/2031	4
302	Fannie Mae(+)	6.50	3/01/2032	347
6	Fannie Mae(+)	7.00	10/01/2022	6
3	Fannie Mae(+)	7.00	3/01/2023	3
				<u>22,035</u>
	Total U.S. Government Agency Issues (cost: \$417,237)			<u>434,906</u>
<b>U.S. TREASURY SECURITIES (9.7%)</b>				
<b>Bonds (4.7%)</b>				
22,950	U.S. Treasury Bond	2.25	8/15/2046	21,655
54,340	U.S. Treasury Bond	2.38	1/15/2025	60,490
65,000	U.S. Treasury Bond <sup>(q)</sup>	2.50	2/15/2045	64,695
60,000	U.S. Treasury Bond	2.50	2/15/2046	59,672
40,000	U.S. Treasury Bond <sup>(r),(s)</sup>	2.75	8/15/2042	41,969
10,000	U.S. Treasury Bond	2.75	11/15/2042	10,473
10,000	U.S. Treasury Bond	2.75	8/15/2047	10,423
22,000	U.S. Treasury Bond	2.75	11/15/2047	22,935
25,000	U.S. Treasury Bond	3.00	11/15/2044	27,285
10,000	U.S. Treasury Bond	3.00	2/15/2049	10,983
5,000	U.S. Treasury Bond	3.38	5/15/2044	5,804
20,000	U.S. Treasury Bond <sup>(r),(s)</sup>	3.38	11/15/2048	23,544
30,000	U.S. Treasury Bond	3.88	8/15/2040	37,439
				<u>397,367</u>
<b>Notes (5.0%)</b>				
10,142	U.S. Treasury Note	0.88	1/15/2029	10,691
20,000	U.S. Treasury Note	1.63	11/15/2022	19,850
50,000	U.S. Treasury Note	1.63	2/15/2026	49,078
15,000	U.S. Treasury Note	2.00	2/15/2022	15,050

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 10,000	U.S. Treasury Note	2.00%	2/15/2023	\$ 10,050
80,000	U.S. Treasury Note	2.00	2/15/2025	80,494
10,000	U.S. Treasury Note	2.25	11/15/2024	10,191
5,000	U.S. Treasury Note	2.25	11/15/2025	5,099
10,000	U.S. Treasury Note	2.25	2/15/2027	10,208
10,000	U.S. Treasury Note	2.25	8/15/2027	10,211
10,000	U.S. Treasury Note	2.25	11/15/2027	10,206
5,000	U.S. Treasury Note	2.38	1/31/2023	5,087
10,000	U.S. Treasury Note	2.38	5/15/2027	10,305
5,000	U.S. Treasury Note	2.50	5/15/2024	5,148
5,000	U.S. Treasury Note	2.50	1/31/2025	5,163
50,000	U.S. Treasury Note	2.63	11/15/2020	50,391
20,000	U.S. Treasury Note	2.63	2/15/2029	21,041
10,000	U.S. Treasury Note	2.75	8/31/2025	10,485
5,000	U.S. Treasury Note	2.75	2/15/2028	5,300
5,000	U.S. Treasury Note	2.88	5/15/2028	5,354
15,000	U.S. Treasury Note	2.88	8/15/2028	16,080
10,000	U.S. Treasury Note	2.88	11/15/2046	10,689
15,000	U.S. Treasury Note	3.00	10/31/2025	15,960
5,000	U.S. Treasury Note	3.13	11/15/2028	5,468
20,000	U.S. Treasury Note	3.63	2/15/2020	20,155
				<u>417,754</u>
	Total U.S. Treasury Securities (cost: \$780,982)			815,121
	Total Bonds (cost: \$7,818,854)			<u>8,108,431</u>

**Number of Shares**

**EQUITY SECURITIES (1.3%)**

**COMMON STOCKS (0.3%)**

**Communications (0.0%)**

**Telecommunications (0.0%)**

44,050	AT&T, Inc.	1,500
21,000	Verizon Communications, Inc.	1,161
	Total Communications	<u>2,661</u>

**Consumer, Non-cyclical (0.1%)**

**Household Products/Wares (0.1%)**

24,000	Kimberly-Clark Corp.	<u>3,256</u>
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Number of Shares	Security	Market Value (000)
	<b><u>Energy (0.1%)</u></b>	
	<b><u>Oil &amp; Gas (0.1%)</u></b>	
23,780	Chevron Corp.	\$ 2,927
55,000	Royal Dutch Shell plc ADR "A"	3,459
	Total Energy	<u>6,386</u>
	<b><u>Financial (0.1%)</u></b>	
	<b><u>Banks (0.1%)</u></b>	
50,000	Bank of Montreal	3,740
25,000	Canadian Imperial Bank of Commerce	1,967
		<u>5,707</u>
	<b><u>Investment Companies (0.0%)</u></b>	
202,000	Prospect Capital Corp. <sup>(6)</sup>	<u>1,337</u>
	<b><u>REITS (0.0%)</u></b>	
199,850	MFA Financial, Inc.	1,435
	Total Financial	<u>8,479</u>
	<b><u>Industrial (0.0%)</u></b>	
	<b><u>Machinery-Diversified (0.0%)</u></b>	
299	Wabtec Corp.	<u>23</u>
	<b><u>Miscellaneous Manufacturers (0.0%)</u></b>	
55,835	General Electric Co.	584
	Total Industrial	<u>607</u>
	<b><u>Utilities (0.0%)</u></b>	
	<b><u>Electric (0.0%)</u></b>	
15,200	Dominion Energy, Inc.	1,129
27,500	Southern Co.	1,546
	Total Utilities	<u>2,675</u>
	Total Common Stocks (cost: \$20,044)	<u>24,064</u>
	<b><u>PREFERRED STOCKS (1.0%)</u></b>	
	<b><u>Consumer, Non-cyclical (0.3%)</u></b>	
	<b><u>Agriculture (0.1%)</u></b>	
200,000	CHS, Inc., cumulative redeemable, 7.88% <sup>(4)</sup>	<u>5,480</u>
	<b><u>Food (0.2%)</u></b>	
172,520	Dairy Farmers of America, Inc., cumulative redeemable, 7.88% <sup>(4),(5)</sup>	17,252
	Total Consumer, Non-cyclical	<u>22,732</u>

Number of Shares	Security	Market Value (000)
<b>Financial (0.7%)</b>		
<b>Banks (0.1%)</b>		
40,000	Citigroup Capital XIII, 8.64%, (3 mo. LIBOR + 6.37%) <sup>(b)</sup>	\$ 1,088
10,800	M&T Bank Corp., cumulative redeemable, 6.38% <sup>(l)</sup>	10,854
		<u>11,942</u>
<b>REITS (0.6%)</b>		
142,500	Equity Residential Properties Trust, 8.29%, Series K, depository shares, cumulative redeemable <sup>(l)</sup>	9,227
250,000	Mid-America Apartment Communities, Inc., 8.50% <sup>(b),(l)</sup>	16,000
344,500	Prologis, Inc., 8.54% <sup>(b),(l)</sup>	22,909
		<u>48,136</u>
	Total Financial	<u>60,078</u>
<b>Utilities (0.0%)</b>		
<b>Electric (0.0%)</b>		
200,000	Entergy Texas, Inc., 5.63%	5,472
	Total Preferred Stocks (cost: \$74,037)	88,282
	Total Equity Securities (cost: \$94,081)	<u>112,346</u>

Principal Amount (000)		Coupon Rate	Maturity	
<b>MONEY MARKET INSTRUMENTS (1.0%)</b>				
<b>COMMERCIAL PAPER (1.0%)</b>				
\$ 10,000	Ei Du Pont De Nemours	2.43%	8/08/2019	9,995
10,000	Ei Du Pont De Nemours	2.43	8/09/2019	9,995
2,502	Ei Du Pont De Nemours	2.39	8/12/2019	2,500
4,909	Ei Du Pont De Nemours	2.37	8/14/2019	4,905
3,578	Ei Du Pont De Nemours	2.41	8/16/2019	3,574
10,050	Eversource Energy	2.45	8/05/2019	10,047
17,100	Eversource Energy	2.42	8/13/2019	17,086
5,245	National Rural Utilities Cooperative Finance Corp.	2.32	8/02/2019	5,245
17,000	Northern Illinois Gas Corp.	2.38	8/05/2019	16,996
2,000	Virginia Electric & Power Co.	2.50	8/05/2019	1,999
	Total Commercial Paper (cost: \$82,342)			<u>82,342</u>

Number of Shares	Security	Market Value (000)
<b>GOVERNMENT &amp; U.S. TREASURY MONEY MARKET FUNDS (0.0%)</b>		
5,431,865	State Street Institutional Treasury Money Market Fund Premier Class, 2.09% <sup>(4)</sup> (cost: \$5,432)	\$ 5,432
	Total Money Market Instruments (cost: \$87,774)	<u>87,774</u>
<b>SHORT-TERM INVESTMENT PURCHASED WITH CASH COLLATERAL FROM SECURITIES LOANED (0.2%)</b>		
<b>GOVERNMENT &amp; U.S. TREASURY MONEY MARKET FUNDS (0.2%)</b>		
13,427,760	HSBC U.S. Government Money Market Fund Class I, 2.26% <sup>(4)</sup>	13,428
	Total Short-Term Investment Purchased with Cash Collateral from Securities Loaned (cost: \$13,428)	<u>13,428</u>
	<b>Total Investments (cost: \$8,014,137)</b>	<b><u><u>\$8,321,979</u></u></b>

Number of Contracts	Description	Expiration Date	Notional Amount (000)	Contract Value (000)	Unrealized Appreciation/ (Depreciation) (000)
<b>FUTURES (0.8%)</b>					
<b>LONG FUTURES</b>					
<b>Interest Rate Contracts</b>					
444	U.S. Treasury Bond	9/19/2019	USD 66,754	\$69,084	\$2,330
	<b>Total Long Futures</b>			<b>\$69,084</b>	<b>\$2,330</b>
	<b>Total Futures</b>			<b><u>\$69,084</u></b>	<b><u>\$2,330</u></b>

(S in 000s)	VALUATION HIERARCHY			
Assets	LEVEL 1	LEVEL 2	LEVEL 3	Total
Bonds:				
Asset-Backed Securities	\$ —	\$ 471,896	\$—	\$ 471,896
Bank Loans	—	67,516	—	67,516
Collateralized Loan Obligations	—	128,314	—	128,314
Commercial Mortgage Securities	—	306,776	—	306,776
Corporate Obligations	—	3,725,798	—	3,725,798
Eurodollar and Yankee Obligations	—	1,590,115	—	1,590,115
Foreign Government Obligations	—	38,445	—	38,445
Municipal Obligations	—	524,554	—	524,554
Preferred Bonds	—	4,990	—	4,990
U.S. Government Agency Issues	—	434,906	—	434,906
U.S. Treasury Securities	815,121	—	—	815,121
Equity Securities:				
Common Stocks	24,064	—	—	24,064
Preferred Stocks	16,000	72,282	—	88,282
Money Market Instruments:				
Commercial Paper	—	82,342	—	82,342
Government & U.S. Treasury	—	—	—	—
Money Market Funds	5,432	—	—	5,432
Short-Term Investment Purchased with				
Cash Collateral from Securities Loaned:				
Government & U.S. Treasury	—	—	—	—
Money Market Funds	13,428	—	—	13,428
Futures <sup>(1)</sup>	2,330	—	—	2,330
<b>Total</b>	<b>\$876,375</b>	<b>\$7,447,934</b>	<b>\$—</b>	<b>\$8,324,309</b>

<sup>(1)</sup> Futures are valued at the unrealized appreciation/(depreciation) on the investment.

Refer to the Portfolio of Investments for additional industry, country, or geographic region classifications.

The Portfolio of Investments uses the Bloomberg Industry Classification System (BICS), which may differ from the Fund's compliance classification.

At July 31, 2019, the Fund did not have any transfers into/out of Level 3.



# NOTES TO PORTFOLIO OF INVESTMENTS

July 31, 2019

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## ■ GENERAL NOTES

Market values of securities are determined by procedures and practices discussed in Note 1A to the financial statements.

The Portfolio of Investments category percentages shown represent the percentages of the investments to net assets, and, in total, may not equal 100%. A category percentage of 0.0% represents less than 0.1% of net assets. Investments in foreign securities were 22.2% of net assets at July 31, 2019.

## ■ CATEGORIES AND DEFINITIONS

**Eurodollar and Yankee obligations** – Eurodollar obligations are U.S. dollar-denominated instruments that are issued outside the U.S. capital markets by foreign corporations and financial institutions and by foreign branches of U.S. corporations and financial institutions. Yankee obligations are dollar-denominated instruments that are issued by foreign issuers in the U.S. capital markets.

**Asset-backed and commercial mortgage-backed securities** – Asset-backed securities represent a participation in, or are secured by and payable from, a stream of payments generated by particular assets. Commercial mortgage-backed securities reflect an interest in, and are secured by, mortgage loans on commercial real property. These securities represent ownership in a pool of loans and are divided into pieces (tranches) with varying maturities. The stated final maturity of such securities represents the date the final principal payment will be made for the last outstanding loans in the pool. The weighted average life is the average time for principal to be repaid, which is calculated by assuming prepayment rates

of the underlying loans. The weighted average life is likely to be substantially shorter than the stated final maturity as a result of scheduled principal payments and unscheduled principal prepayments. Stated interest rates on commercial mortgage-backed securities may change slightly over time as underlying mortgages paydown.

**Collateralized loan obligations (CLOs)** – Collateralized loan obligations are securities issued by entities that are collateralized by a pool of loans. CLOs are issued in multiple classes (tranches), and can be equity or debt with specific adjustable or fixed interest rates, and varying maturities. The cash flow from the underlying loans is used to pay off each tranche separately within the debt, or senior tranches. Equity, or subordinated tranches, typically are not paid a cash flow but do offer ownership in the CLO itself in the event of a sale.

**Collateralized mortgage obligations (CMOs)** – Collateralized mortgage obligations are debt obligations of a legal entity that are fully collateralized by a portfolio of mortgages or mortgage-related securities. CMOs are issued in multiple classes (tranches), with specific adjustable or fixed interest rates, varying maturities, and must be fully retired no later than its final distribution date. The cash flow from the underlying mortgages is used to pay off each tranche separately. CMOs are designed to provide investors with more predictable cash flows than regular mortgage securities, but such cash flows can be difficult to predict because of the effect of prepayments.

**Commercial paper** – Consists of short-term unsecured promissory notes with maturities ranging from one to 270 days, issued mainly by corporations. Commercial paper is usually purchased at a discount and matures at par value; however, it also may be interest-bearing. Rate represents an annualized yield at time of purchase or coupon rate, if applicable.

## ■ PORTFOLIO ABBREVIATIONS AND DESCRIPTIONS

**ADR** American depositary receipts are receipts issued by a U.S. bank evidencing ownership of foreign shares. Dividends are paid in U.S. dollars.

CAD	Canadian Dollar
CCD	Community College District
CMT	Constant Maturity Treasury
EDA	Economic Development Authority
EDC	Economic Development Corp.
IDA	Industrial Development Authority/Agency
LIBOR	London Interbank Offered Rate
PRE	Pre-refunded to a date prior to maturity
REITS	Real estate investment trusts – Dividend distributions from REITS may be recorded as income and later characterized by the REIT at the end of the fiscal year as capital gains or a return of capital. Thus, the Fund will estimate the components of distributions from these securities and revise when actual distributions are known.

Title XI The Title XI Guarantee Program provides a guarantee of payment of principal and interest of debt obligations issued by U.S. merchant marine and U.S. shipyards by enabling owners of eligible vessels and shipyards to obtain financing at attractive terms. The guarantee carries the full faith and credit of the U.S. government.

**Credit enhancements** – Adds the financial strength of the provider of the enhancement to support the issuer’s ability to repay the principal and interest payments when due. The enhancement may be provided by a high-quality bank, insurance company or other corporation, or a collateral trust. The enhancements do not guarantee the market values of the securities.

INS Principal and interest payments are insured by the name listed. Although bond insurance reduces the risk of loss due to default by an issuer, such bonds remain subject to the risk that value may fluctuate for other reasons, and there is no assurance that the insurance company will meet its obligations.

NBGA Principal and interest payments or, under certain circumstances, underlying mortgages, are guaranteed by a nonbank guarantee agreement from the name listed.

## ■ SPECIFIC NOTES

- (a) Restricted security that is not registered under the Securities Act of 1933. A resale of this security in the United States may occur in an exempt transaction to a qualified institutional buyer as defined by Rule 144A, and as such has been deemed liquid by Victory Capital under liquidity guidelines approved by USAA Mutual Funds Trust's Board of Trustees, unless otherwise noted as illiquid.
- (b) Variable-rate security – interest rate is adjusted periodically. The interest rate disclosed represents the rate at July 31, 2019.
- (c) Security was fair valued at July 31, 2019, by Victory Capital in accordance with valuation procedures approved by USAA Mutual Funds Trust's Board of Trustees. The total value of all such securities was \$5,000,000, which represented 0.1% of the Fund's net assets.
- (d) Bank loans (loans) – are not registered under the Securities Act of 1933. The loans contain certain restrictions on resale and cannot be sold publicly. The stated interest rates represent the all in interest rate of all contracts within the loan facilities. The interest rates are adjusted periodically, and the rates disclosed represent the current rate at July 31, 2019. The weighted average life of the loans are likely to be shorter than the stated final maturity date due to mandatory or optional prepayments. The loans are deemed liquid by Victory Capital, under liquidity guidelines approved by USAA Mutual Funds Trust's Board of Trustees, unless otherwise noted as illiquid.
- (e) Security or a portion of the security purchased on a delayed-delivery and/or when-issued basis.
- (f) Security is interest only. Interest-only commercial mortgage-backed securities (CMBS IOs) represent the right to receive only the interest payments on an underlying pool of commercial mortgage loans. The purchase yield reflects an anticipated yield based upon interest rates at the time of purchase and the estimated timing and amount of future cash flows. Coupon rates after purchase vary from period to

period. The principal amount represents the notional amount of the underlying pool on which current interest is calculated. CMBS IOs are backed by loans that have various forms of prepayment protection, which include lock-out provisions, yield maintenance provisions, and prepayment penalties. This serves to moderate their prepayment risk. CMBS IOs are subject to default-related prepayments that may have a negative impact on yield.

- (g) Stated interest rates may change slightly over time as underlying mortgages paydown.
- (h) Security deemed illiquid by Victory Capital, under liquidity guidelines approved by USAA Mutual Funds Trust's Board of Trustees.
- (i) The security, or a portion thereof, was out on loan as of July 31, 2019.
- (j) At July 31, 2019, the issuer was in default with respect to interest and/or principal payments.
- (k) Fixed to floating security that initially pays a fixed rate and converts to a floating rate coupon at a specified date in the future. The rate presented is a fixed rate.
- (l) Security is perpetual and has no final maturity date but may be subject to calls at various dates in the future.
- (m) Payment-in-kind (PIK) – security in which the issuer has or will have the option to make all or a portion of the interest or dividend payments in additional securities in lieu of cash.
- (n) Restricted security that is not registered under the Securities Act of 1933. The aggregate market value of these securities at July 31, 2019, was \$18,566,000, which represented 0.2% of the Fund's net assets.
- (o) Put bond – provides the right to sell the bond at face value at specific tender dates prior to final maturity. The put feature shortens the effective maturity of the security.

- (p) U.S. government agency issues – Mortgage-backed securities issued by certain U.S. Government Sponsored Enterprises (GSEs) such as the Government National Mortgage Association (GNMA or Ginnie Mae) and certain other U.S. government guaranteed securities are supported by the full faith and credit of the U.S. government. Securities issued by other GSEs, such as Federal Home Loan Mortgage Corporation (Freddie Mac or FHLMC) and Federal National Mortgage Association (Fannie Mae or FNMA), indicated with a “+”, are supported only by the right of the GSE to borrow from the U.S. Treasury, the discretionary authority of the U.S. government to purchase the GSEs’ obligations, or only by the credit of the issuing agency, instrumentality, or corporation, and are neither issued nor guaranteed by the U.S. Treasury. In September of 2008, the U.S. Treasury placed Fannie Mae and Freddie Mac under conservatorship and appointed the Federal Housing Finance Agency (FHFA) to act as conservator and oversee their daily operations. In addition, the U.S. Treasury entered into purchase agreements with Fannie Mae and Freddie Mac to provide them with capital in exchange for senior preferred stock. While these arrangements are intended to ensure that Fannie Mae and Freddie Mac can continue to meet their obligations, it is possible that actions by the U.S. Treasury, FHFA, or others could adversely impact the value of the Fund’s investments in securities issued by Fannie Mae and Freddie Mac.
- (q) Securities with a value of \$1,995,000 are segregated as collateral for initial margin requirements on open futures contracts.
- (r) The security, or a portion thereof, is segregated to cover the value of open futures contracts at July 31, 2019.
- (s) At July 31, 2019, the security, or a portion thereof, was segregated to cover delayed-delivery and/or when-issued purchases.
- (t) Rate represents the money market fund annualized seven-day yield at July 31, 2019.

See accompanying notes to financial statements.

# STATEMENT OF ASSETS AND LIABILITIES

## (IN THOUSANDS)

July 31, 2019

### ASSETS

Investments in securities, at market value (including securities on loan of \$12,800) (cost of \$8,014,137)	\$8,321,979
Cash	16,937
Receivables:	
Capital shares sold	4,190
Victory Capital (Note 8)	2
Dividends and interest	74,297
Securities sold	8,745
Other	49
Variation margin on futures contracts	2,331
Total assets	<u>8,428,530</u>

### LIABILITIES

Payables:	
Upon return of securities loaned	13,428
Securities purchased	26,908
Capital shares redeemed	4,058
Payable to broker	1,901
Accrued administration and servicing fees	847
Accrued management fees	1,699
Accrued transfer agent's fees	716
Other accrued expenses and payables	397
Total liabilities	<u>49,954</u>
Net assets applicable to capital shares outstanding	<u>\$8,378,576</u>

### NET ASSETS CONSIST OF:

Paid-in capital	\$8,058,491
Distributable earnings	320,085
Net assets applicable to capital shares outstanding	<u>\$8,378,576</u>
Net asset value, redemption price, and offering price per share:	
Fund Shares (net assets of \$3,214,507/242,141 capital shares outstanding, no par value)	<u>\$ 13.28</u>
Institutional Shares (net assets of \$5,048,203/380,564 capital shares outstanding, no par value)	<u>\$ 13.27</u>
Adviser Shares (net assets of \$95,026/7,177 capital shares outstanding, no par value)	<u>\$ 13.24</u>
R6 Shares (net assets of \$20,840/1,571 capital shares outstanding, no par value)	<u>\$ 13.27</u>

See accompanying notes to financial statements.

# STATEMENT OF OPERATIONS

## (IN THOUSANDS)

Year ended July 31, 2019

### INVESTMENT INCOME

Dividends (net of foreign taxes withheld of \$69)	\$ 7,190
Interest	312,783
Securities lending (net)	560
Total income	<u>320,533</u>

### EXPENSES

Management fees	20,541
Administration and servicing fees:	
Fund Shares	4,576
Institutional Shares	4,763
Adviser Shares	146
R6 Shares	9
Transfer agent's fees:	
Fund Shares	3,548
Institutional Shares	4,763
Adviser Shares	96
R6 Shares	2
Distribution and service fees (Note 8):	
Adviser Shares	243
Custody and accounting fees:	
Fund Shares	337
Institutional Shares	527
Adviser Shares	11
R6 Shares	2
Postage:	
Fund Shares	177
Institutional Shares	164
Adviser Shares	5
Shareholder reporting fees:	
Fund Shares	81
Institutional Shares	16
Adviser Shares	1



Trustees' fees	\$ 37
Registration fees:	
Fund Shares	100
Institutional Shares	118
Adviser Shares	19
R6 Shares	20
Professional fees	133
Other	93
	<u>40,528</u>
Total expenses	
Expenses reimbursed:	
R6 Shares	(7)
	<u>40,521</u>
Net expenses	
<b>NET INVESTMENT INCOME</b>	<u><u>280,012</u></u>
<b>NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS, FOREIGN CURRENCY, AND FUTURES CONTRACTS</b>	
Net realized gain (loss) on:	
Unaffiliated transactions	14,073
Affiliated transactions (Note 5)	(14)
Foreign currency transactions	(10)
Futures transactions	2,062
Change in net unrealized appreciation/(depreciation) of:	
Investments	356,474
Foreign currency translations	(1)
Futures contracts	2,307
	<u>374,891</u>
Net realized and unrealized gain	
Increase in net assets resulting from operations	<u><u>\$654,903</u></u>

See accompanying notes to financial statements.

## STATEMENTS OF CHANGES IN NET ASSETS (IN THOUSANDS)

Years ended July 31,

	<b>2019</b>	<b>2018</b>
<b>FROM OPERATIONS</b>		
Net investment income	\$ 280,012	\$ 263,650
Net realized gain (loss) on investments	14,059	(6,283)
Net realized loss on foreign currency transactions	(10)	(17)
Net realized gain (loss) on futures transactions	2,062	(44)
Change in net unrealized appreciation/(depreciation) of:		
Investments	356,474	(293,352)
Foreign currency translations	(1)	(3)
Futures contracts	2,307	23
Increase (decrease) in net assets resulting from operations	654,903	(36,026)
<b>DISTRIBUTIONS TO SHAREHOLDERS FROM DISTRIBUTABLE EARNINGS:</b>		
Fund Shares	(107,662)	(133,365)
Institutional Shares	(171,913)	(137,846)
Adviser Shares	(3,223)	(3,980)
R6 Shares	(702)	(595)
Distributions to shareholders	(283,500)	(275,786)
<b>NET INCREASE IN NET ASSETS FROM CAPITAL SHARE TRANSACTIONS (NOTE 7)</b>		
Fund Shares	16,927	(410,870)
Institutional Shares	194,097	1,140,204
Adviser Shares	(14,333)	(21,090)
R6 Shares	1,084	14,567
Total net increase in net assets from capital share transactions	197,775	722,811
Net increase in net assets	569,178	410,999
<b>NET ASSETS</b>		
Beginning of year	7,809,398	7,398,399
End of year	\$8,378,576	\$7,809,398

See accompanying notes to financial statements.

# NOTES TO FINANCIAL STATEMENTS

July 31, 2019

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## **(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

USAA MUTUAL FUNDS TRUST (the Trust), registered under the Investment Company Act of 1940, as amended (the 1940 Act), is an open-end management investment company organized as a Delaware statutory trust consisting of 47 separate funds. The USAA Income Fund (the Fund) qualifies as a registered investment company under Accounting Standards Codification Topic 946. The information presented in this annual report pertains only to the Fund, which is classified as diversified under the 1940 Act. The Fund's investment objective is to seek maximum current income without undue risk to principal.

The Fund consists of four classes of shares: Income Fund Shares (Fund Shares), Income Fund Institutional Shares (Institutional Shares), Income Fund Adviser Shares (Adviser Shares), and Income Fund R6 Shares (R6 Shares). Each class of shares has equal rights to assets and earnings, except that each class bears certain class-related expenses specific to the particular class. These expenses include administration and servicing fees, transfer agent fees, postage, shareholder reporting fees, distribution and service (12b-1) fees, and certain registration and custodian fees. Expenses not attributable to a specific class, income, and realized gains or losses on investments are allocated to each class of shares based on each class' relative net assets. Each class has exclusive voting rights on matters related solely to that class and separate voting rights on matters that relate to all classes. The Institutional Shares are available for investment through a USAA discretionary managed account program and certain advisory programs sponsored by financial intermediaries, such as brokerage firms, investment advisors, financial planners, third-party administrators, and insurance companies. Institutional Shares also are available to institutional investors, which include retirement plans, endowments,

foundations, and bank trusts, as well as other persons or legal entities that the Fund may approve from time to time, or for purchase by an affiliate fund participating in a fund-of-funds investment strategy (affiliated funds). The Adviser Shares permit investors to purchase shares through financial intermediaries, including banks, broker-dealers, insurance companies, investment advisers, plan sponsors, and financial professionals that provide various administrative and distribution services. The R6 Shares are available for investment by participants in employer-sponsored retirement plans where a financial intermediary provides retirement recordkeeping services to plan participants and to endowment funds and foundations.

On November 6, 2018, United Services Automobile Association (USAA), the parent company of USAA Asset Management Company (AMCO), the investment adviser to the Fund, and USAA Transfer Agency Company, d/b/a USAA Shareholder Account Services (SAS), the transfer agent to the Fund, announced that AMCO and SAS would be acquired by Victory Capital Holdings, Inc., a global investment management firm headquartered in Cleveland, Ohio (the Transaction) on July 1, 2019. Effective August 5, 2019, Citibank, N.A. is the new custodian for the USAA Mutual Funds. A special shareholder meeting was held on April 18, 2019, at which shareholders of the Fund approved a new investment advisory agreement between the Trust, on behalf of the Fund, and Victory Capital. In addition, shareholders of the Fund also elected the following two new directors to the Board of the Trust to serve upon the closing of the Transaction: (1) David C. Brown, to serve as an Interested Trustee; and (2) John C. Walters, to serve as an Independent Trustee.

A. **Security valuation** – The Trust’s Board of Trustees (the Board) has established the Pricing and Liquidity Committee (the Committee), and subject to Board oversight, the Committee administers and oversees the Fund’s valuation policies and procedures, which are approved by the Board. The Fund utilizes independent pricing services, quotations from securities dealers, and a wide variety of sources and information to establish and adjust the fair value of securities as events occur and circumstances warrant.

The value of each security is determined (as of the close of trading on the New York Stock Exchange (NYSE) on each business day the NYSE is open) as set forth below:

1. Debt securities are valued each business day by a pricing service (the Service) approved by the Board. The Service uses an evaluated bid or the last sales price to value a security when, in the Service's judgment, these prices are readily available and are representative of the security's market value. For many securities, such prices are not readily available. The Service generally prices those securities based on methods which include consideration of yields or prices of securities of comparable quality, coupon, maturity, and type; indications as to values from dealers in securities; and general market conditions. Generally, debt securities are categorized in Level 2 of the fair value hierarchy; however, to the extent the valuations include significant unobservable inputs, the securities would be categorized in Level 3.

Effective July 1, 2019 the valuation methodology applied to certain debt securities changed. Securities that were previously valued at an evaluated mean are now valued at the evaluated bid or the last sales price.

2. Equity securities, including exchange-traded funds (ETFs), except as otherwise noted, traded primarily on a domestic securities exchange or the over-the-counter markets, are valued at the last sales price or official closing price on the exchange or primary market on which they trade. Securities traded primarily on foreign securities exchanges or markets are valued at the last quoted sale price, or the most recently determined official closing price calculated according to local market convention, available at the time the Fund is valued. If no last sale or official closing price is reported or available, the closing bid price generally is used for U.S. listed equities and the average of the bid and asked prices is used for foreign listed equities. Actively traded equity securities listed on a domestic exchange generally are categorized in Level 1 of the fair value hierarchy. Certain preferred and equity securities traded in inactive markets generally are categorized in Level 2 of the fair value hierarchy.

3. Equity securities trading in various foreign markets may take place on days when the NYSE is closed. Further, when the NYSE is open, the foreign markets may be closed. Therefore, the calculation of the Fund's net asset value (NAV) may not take place at the same time the prices of certain foreign securities held by the Fund are determined. In many cases, events affecting the values of foreign securities that occur between the time of their last quoted sale or official closing price and the close of normal trading on the NYSE on a day the Fund's NAV is calculated will not need to be reflected in the value of the Fund's foreign securities. However, the Manager will monitor for events that would materially affect the value of the Fund's foreign securities and the Committee will consider such available information that it deems relevant and will determine a fair value for the affected foreign securities in accordance with valuation procedures. In addition, information from an external vendor or other sources may be used to adjust the foreign market closing prices of foreign equity securities to reflect what the Committee believes to be the fair value of the securities as of the close of the NYSE. Fair valuation of affected foreign equity securities may occur frequently based on an assessment that events which occur on a fairly regular basis (such as U.S. market movements) are significant. Such securities are categorized in Level 2 of the fair value hierarchy.
4. Investments in open-end investment companies, commingled, or other funds, other than ETFs, are valued at their NAV at the end of each business day and are categorized in Level 1 of the fair value hierarchy.
5. Short-term debt securities with original or remaining maturities of 60 days or less generally are priced but may be valued at amortized cost, provided that amortized cost represents the fair value of such securities.
6. Repurchase agreements are valued at cost.
7. Futures are valued at the settlement price at the close of market on the principal exchange on which they are traded or, in the absence of any transactions that day, the last sale on the prior trading date.
8. In the event that price quotations or valuations are not readily available, are not reflective of market value, or a significant event has

been recognized in relation to a security or class of securities, the securities are valued in good faith by the Committee in accordance with valuation procedures approved by the Board. The effect of fair value pricing is that securities may not be priced on the basis of quotations from the primary market in which they are traded and the actual price realized from the sale of a security may differ materially from the fair value price. Valuing these securities at fair value is intended to cause the Fund's NAV to be more reliable than it otherwise would be.

Fair value methods used by the Manager include, but are not limited to, obtaining market quotations from secondary pricing services, broker-dealers, other pricing services, or widely used quotation systems. General factors considered in determining the fair value of securities include fundamental analytical data, the nature and duration of any restrictions on disposition of the securities, evaluation of credit quality, and an evaluation of the forces that influenced the market in which the securities are purchased and sold. Level 2 securities include debt securities that are valued using market inputs and other observable factors deemed by the Manager to appropriately reflect fair value.

- B. Fair value measurements** – Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The three-level valuation hierarchy disclosed in the Portfolio of Investments is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical securities.

Level 2 – inputs to the valuation methodology are other significant observable inputs, including quoted prices for similar securities, inputs that are observable for the securities, either directly or indirectly, and market-corroborated inputs such as market indexes.

Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement, including the Manager's own assumptions in determining the fair value.

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The inputs or methodologies used for valuing securities are not necessarily an indication of the risks associated with investing in those securities.

- C. **Derivative instruments and hedging activities** – The Fund may buy, sell, and enter into certain types of derivatives, including, but not limited to, futures contracts, options, and options on futures contracts, under circumstances in which such instruments are expected by the portfolio manager to aid in achieving the Fund’s investment objective. The Fund also may use derivatives in circumstances where the portfolio manager believes they offer an economical means of gaining exposure to a particular asset class or securities market or to keep cash on hand to meet shareholder redemptions or other needs while maintaining exposure to the market. With exchange-listed futures contracts and options, counterparty credit risk to the Fund is limited to the exchange’s clearinghouse which, as counterparty to all exchange-traded futures contracts and options, guarantees the transactions against default from the actual counterparty to the transaction. The Fund’s derivative agreements held at July 31, 2019, did not include master netting provisions.

**Futures contracts** – The Fund is subject to equity price risk, interest rate risk, and foreign currency exchange rate risk in the normal course of pursuing its investment objectives. The Fund may use futures contracts to gain exposure to, or hedge against, changes in the value of equities, interest rates, or foreign currencies. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date. Upon entering into such contracts, the Fund is required to deposit with the broker in either cash or securities an initial margin in an amount equal to a certain percentage of the contract amount. Subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuations in the value of the contract, and are recorded for financial statement purposes as unrealized gains or losses. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed. Upon entering into such contracts, the Fund bears the risk of interest or exchange rates or securities prices moving unexpectedly in an unfavorable



direction, in which case, the Fund may not achieve the anticipated benefits of the futures contracts.

**Fair Values of Derivative Instruments as of July 31, 2019\* (in thousands)**

Asset Derivatives					
Derivatives not accounted for as hedging instruments	Statement of Assets and Liabilities Location	Interest Rate Contracts	Equity Contracts	Foreign Exchange Contracts	Total
USAA Income Fund	Distributable earnings	\$2,330**	\$–	\$–	\$2,330

\* For open derivative instruments as of July 31, 2019, see the Portfolio of Investments, which also is indicative of activity for the year ended July 31, 2019.

\*\* Includes cumulative appreciation/(depreciation) of futures as reported on the Portfolio of Investments. Only the variation margin from the last business day of the reporting period is reported within the Statement of Assets and Liabilities.

**The Effect of Derivative Instruments on the Statement of Operations for the year ended July 31, 2019 (in thousands)**

Net Realized Gain (Loss)					
Derivatives not accounted for as hedging instruments	Statement of Operations Location	Interest Rate Contracts	Equity Contracts	Foreign Exchange Contracts	Total
USAA Income Fund	Net realized gain (loss) on Futures transactions	\$2,062	\$–	\$–	\$2,062

Net Change in Unrealized Appreciation (Depreciation)					
Derivatives not accounted for as hedging instruments	Statement of Operations Location	Interest Rate Contracts	Equity Contracts	Foreign Exchange Contracts	Total
USAA Income Fund	Change in net unrealized appreciation/ (depreciation) of Futures contracts	\$2,307	\$–	\$–	\$2,307

- D. **Investments in securities** – Securities transactions are accounted for as of the date the securities are purchased or sold (trade date). Gains or losses from sales of investment securities are computed on the identified cost

basis. Dividend income, less foreign taxes, if any, is recorded on the ex-dividend date. If the ex-dividend date has passed, certain dividends from foreign securities are recorded upon notification. Interest income is recorded daily on the accrual basis. Premiums and discounts are amortized over the life of the respective securities, using the effective yield method for long-term securities and the straight-line method for short-term securities.

- E. **Federal taxes** – The Fund’s policy is to comply with the requirements of the Internal Revenue Code of 1986, as amended, applicable to regulated investment companies and to distribute substantially all of its taxable income and net capital gains, if any, to its shareholders. Therefore, no federal income tax provision is required.

For the year ended July 31, 2019, the Fund did not incur any income tax, interest, or penalties, and has recorded no liability for net unrecognized tax benefits relating to uncertain income tax positions. On an ongoing basis, the Manager will monitor the Fund’s tax basis to determine if adjustments to this conclusion are necessary. The statute of limitations on the Fund’s tax return filings generally remain open for the three preceding fiscal reporting year ends and remain subject to examination by the Internal Revenue Service and state taxing authorities.

- F. **Foreign taxation** – Foreign income and capital gains on some foreign securities may be subject to foreign taxes, which are reflected as a reduction to such income and realized gains. The Fund records a liability based on unrealized gains to provide for potential foreign taxes payable upon the sale of these securities. Foreign taxes have been provided for in accordance with the Fund’s understanding of the applicable countries’ prevailing tax rules and rates.
- G. **Foreign currency translations** – The Fund’s assets may be invested in the securities of foreign issuers and may be traded in foreign currency. Since the Fund’s accounting records are maintained in U.S. dollars, foreign currency amounts are translated into U.S. dollars on the following bases:
1. Purchases and sales of securities, income, and expenses at the exchange rate obtained from an independent pricing service on the respective dates of such transactions.

2. Market value of securities, other assets, and liabilities at the exchange rate obtained from an independent pricing service on a daily basis.

The Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss from investments.

Separately, net realized foreign currency gains/losses may arise from sales of foreign currency, currency gains/losses realized between the trade and settlement dates on security transactions, and from the difference between amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts received. At the end of the Fund's fiscal year, net realized foreign currency gains/losses are reclassified from accumulated net realized gains/losses to accumulated undistributed net investment income on the Statement of Assets and Liabilities, as such amounts are treated as ordinary income/loss for federal income tax purposes. Net unrealized foreign currency exchange gains/losses arise from changes in the value of assets and liabilities, other than investments in securities, resulting from changes in the exchange rate.

- H. **Securities purchased on a delayed-delivery or when-issued basis** – Delivery and payment for securities that have been purchased by the Fund on a delayed-delivery or when-issued basis or for delayed draws on loans can take place a month or more after the trade date. During the period prior to settlement, these securities do not earn interest, are subject to market fluctuation, and may increase or decrease in value prior to their delivery. The Fund receives a commitment fee for delayed draws on loans. The Fund maintains segregated assets with a market value equal to or greater than the amount of its purchase commitments. The purchase of securities on a delayed-delivery or when-issued basis and delayed-draw loan commitments may increase the volatility of the Fund's NAV to the extent that the Fund makes such purchases and commitments while remaining substantially fully invested.
- I. **Indemnifications** – Under the Trust's organizational documents, its officers and trustees are indemnified against certain liabilities arising out

of the performance of their duties to the Trust. In addition, in the normal course of business, the Trust enters into contracts that contain a variety of representations and warranties that provide general indemnifications. The Trust's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Trust that have not yet occurred. However, the Trust expects the risk of loss to be remote.

- J. **Use of estimates** – The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that may affect the reported amounts in the financial statements.

## **(2) LINE OF CREDIT**

The Fund participates, along with other funds of the Trust and along with series of Victory Portfolios, Victory Portfolios II and Victory Variable Insurance Funds, entered into a 364 day committed credit facility and a 364 day uncommitted, demand credit facility, with Citibank, N.A. (Citibank). Each such credit facility may be renewed if so agreed by the parties. Under the agreement with Citibank, the funds may borrow up to \$600 million, of which \$300 million is committed and \$300 million is uncommitted. Of this amount, \$40 million of the line of credit is reserved for use by the Victory Floating Rate Fund (a series of Victory Portfolios), with that fund paying the related commitment fees for that amount. The purpose of the agreement is to meet temporary or emergency cash needs. Citibank receives an annual commitment fee of 0.15%. Each fund pays a pro-rata portion of this commitment fee plus any interest on amounts borrowed.

For the period July 1, 2019 to July 31, 2019, the Fund paid Citibank facility fees of 2,000, which represents 5.9% of the total fees paid to Citibank by the funds of the Trusts. The Fund had no borrowings under this agreement during the period July 1, 2019 to July 31, 2019. Effective July 1, 2019, the line of credit among the Trust, with respect to its funds, and USAA Capital Corporation (CAPCO) terminated. For the period from August 1, 2018 to June 30, 2019, the Fund paid CAPCO facility fees of \$65,000, which represents 9.6% of the total fees paid to CAPCO by the funds of the Trusts. The Fund had no borrowings under this agreement during the period from August 1, 2018 to June 30, 2019.

### (3) INTERFUND LENDING

Effective July 1, 2019, the Trust relies on an exemptive order granted to Victory Capital and its affiliated funds by the U.S. Securities and Exchange Commission (SEC) in March 2017 (the Order), permitting the establishment and operation of an Interfund Lending Facility (the Facility). The Facility allows each fund to directly lend and borrow money to or from certain other affiliated funds relying upon the Order at rates beneficial to both the borrowing and lending funds. Advances under the Facility are allowed for temporary or emergency purposes, including the meeting of redemption requests that are subject to each fund's borrowing restrictions. The interfund loan rate is determined, as specified in the Order, by averaging the current repurchase agreement rate and the current bank loan rate. For the period July 1, 2019 to July 31, 2019, the Fund did not lend.

### (4) DISTRIBUTIONS

The character of any distributions made during the year from net investment income or net realized gains is determined in accordance with federal tax regulations and may differ from those determined in accordance with U.S. generally accepted accounting principles. Also, due to the timing of distributions, the fiscal year in which amounts are distributed may differ from the year that the income or realized gains were recorded by the Fund.

The tax character of distributions paid during the years ended July 31, 2019, and 2018, was as follows:

	<u>2019</u>	<u>2018</u>
Ordinary income*	\$281,461,000	\$261,578,000
Long-term realized capital gains	<u>2,039,000</u>	<u>14,208,000</u>
Total distributions paid	<u>\$283,500,000</u>	<u>\$275,786,000</u>

As of July 31, 2019, the components of net assets representing distributable earnings on a tax basis were as follows:

Undistributed ordinary income*	\$ 5,390,000
Undistributed long-term capital gains	6,812,000
Unrealized appreciation of investments	308,159,000

\*Includes short-term realized capital gains, if any, which are taxable as ordinary income.

The difference between book-basis and tax-basis unrealized appreciation of investments is attributable to the tax deferral of losses on wash sales, futures contracts mark to market, defaulted bond income, perpetual bond, and hybrid interest accrual adjustments.

Distributions of net investment income are made monthly. Distributions of realized gains from security transactions not offset by capital losses are made annually in the succeeding fiscal year or as otherwise required to avoid the payment of federal taxes.

At July 31, 2019, the Fund had no capital loss carryforwards, for federal income tax purposes.

**Tax Basis of Investments** – At July 31, 2019, the aggregate cost of investments for federal income tax purposes and net unrealized appreciation/(depreciation) on investments are disclosed below:

Fund	Tax Cost	Gross Unrealized Appreciation	Gross Unrealized Depreciation	Net Unrealized Appreciation/(Depreciation)
USAA Income Fund	\$8,013,819,000	\$364,579,000	\$(56,419,000)	\$308,160,000

## (5) INVESTMENT TRANSACTIONS

Cost of purchases and proceeds from sales/maturities of securities, excluding short-term securities, for the year ended July 31, 2019, were \$1,094,698,000 and \$1,011,193,000, respectively.

In accordance with affiliated transaction procedures approved by the Board, purchases and sales of security transactions were executed between the Fund and affiliated Funds at the then-current market price with no brokerage commissions incurred. The affiliated transactions executed by the Fund, including short-term securities, during the year ended July 31, 2019 were as follows:

Purchases	Sales	Net Realized Gain (Loss)
\$90,678,000	\$9,435,000	\$(14,000)

## (6) SECURITIES LENDING

The Fund, through a securities lending agreement with Citibank, N.A. (Citibank), may lend its securities to qualified financial institutions, such as certain broker-dealers, to earn additional income, net of income retained by Citibank. The borrowers are required to secure their loans continuously with collateral in an amount at least equal to 102% of the fair value of domestic securities and foreign government securities loaned and 105% of the fair value of foreign securities and all other securities loaned. Collateral may be cash, U.S. government securities, or other securities as permitted by SEC guidelines. Cash collateral may be invested in high-quality short-term investments. Collateral requirements are determined daily based on the value of the Fund's securities on loan as of the end of the prior business day. Loans are terminable upon demand and the borrower must return the loaned securities within the lesser of one standard settlement period or five business days. Risks relating to securities-lending transactions include that the borrower may not provide additional collateral when required or return the securities when due, and that the value of the short-term investments will be less than the amount of cash collateral required to be returned to the borrower. The Fund's agreement with Citibank does not include master netting provisions. Non-cash collateral received by the Fund may not be sold or re-pledged except to satisfy borrower default. Cash collateral is listed in the Fund's Portfolio of Investments and Financial Statements while non-cash collateral is not included.

At July 31, 2019, the Fund's value of outstanding securities on loan and the value of collateral are as follows:

<u>Value of securities on loan</u>	<u>Non-Cash Collateral</u>	<u>Cash collateral</u>
\$12,800,000	\$-	\$13,428,000

## (7) CAPITAL SHARE TRANSACTIONS

At July 31, 2019, there were an unlimited number of shares of capital stock at no par value authorized for the Fund.

Capital share transactions for the Institutional Shares resulted from purchases and sales by the affiliated fund-of-funds as well as other persons or legal

entities that the Fund may approve from time to time. Capital share transactions for all classes were as follows, in thousands:

	Year Ended July 31, 2019		Year Ended July 31, 2018	
	Shares	Amount	Shares	Amount
<b>Fund Shares:</b>				
Shares sold	48,140	\$ 615,756	74,507	\$ 968,080
Shares issued from reinvested dividends	8,039	102,735	9,880	128,134
Shares redeemed	(55,041)	(701,564)	(117,486)	(1,507,084)
Net increase (decrease) from capital share transactions	1,138	\$ 16,927	(33,099)	\$ (410,870)
<b>Institutional Shares:</b>				
Shares sold	74,103	\$ 949,163	117,028	\$ 1,502,397
Shares issued from reinvested dividends	13,197	168,534	10,355	134,109
Shares redeemed	(72,144)	(923,600)	(38,331)	(496,302)
Net increase from capital share transactions	15,156	\$ 194,097	89,052	\$ 1,140,204
<b>Adviser Shares:</b>				
Shares sold	292	\$ 3,771	307	\$ 4,008
Shares issued from reinvested dividends	250	3,180	304	3,941
Shares redeemed	(1,673)	(21,284)	(2,247)	(29,039)
Net decrease from capital share transactions	(1,131)	\$ (14,333)	(1,636)	\$ (21,090)
<b>R6 Shares:</b>				
Shares sold	321	\$ 4,116	1,344	\$ 17,703
Shares issued from reinvested dividends	40	518	32	408
Shares redeemed	(280)	(3,550)	(276)	(3,544)
Net increase from capital share transactions	81	\$ 1,084	1,100	\$ 14,567



## **(8) TRANSACTIONS WITH MANAGER**

**Management fees** – The Manager provides investment management services to the Fund pursuant to an Advisory Agreement. Effective July 1, 2019, the Trust relies on an exemptive order granted to Victory Capital and its affiliated funds by the SEC in March 2019 permitting the use of a “manager-of-managers” structure for certain funds. Prior to that date, the Trust relied on a similar exemptive order granted by the SEC to the Trust and its affiliated persons. Under a manager of managers structure, the investment adviser may select (with approval of the Board and without shareholder approval) one or more subadvisers to manage the day-to-day investment of a fund’s assets.

The Manager monitors each subadviser’s performance through quantitative and qualitative analysis and periodically reports to the Board as to whether each subadviser’s agreement should be renewed, terminated, or modified. The Manager is also responsible for determining the asset allocation for the subadviser(s). The allocation for each subadviser could range from 0% to 100% of the Fund’s assets, and the Manager could change the allocations without shareholder approval.

The investment management fee for the Fund is comprised of a base fee and a performance adjustment. The Fund’s base fee is accrued daily and paid monthly at an annualized rate of 0.24% of the Fund’s average daily net assets.

The performance adjustment is calculated separately for each share class on a monthly basis by comparing each class’ performance over the performance period to that of the Lipper A Rated Bond Funds Index. The Lipper A Rated Bond Funds Index tracks the total return performance of funds within the Lipper Corporate Debt Funds A Rated category.

The performance period for each share class consists of the current month plus the previous 35 months. The performance period for the R6 Shares commenced on December 1, 2016, and includes the performance of the Fund

Shares for periods prior to December 1, 2016. The following table is utilized to determine the extent of the performance adjustment:

<b>Over/Under Performance Relative to Index (in basis points)<sup>1</sup></b>	<b>Annual Adjustment Rate (in basis points)<sup>1</sup></b>
+/- 20 to 50	+/- 4
+/- 51 to 100	+/- 5
+/- 101 and greater	+/- 6

<sup>1</sup>Based on the difference between average annual performance of the relevant share class of the Fund and its relevant Lipper index, rounded to the nearest basis point. Average daily net assets of the share class are calculated over a rolling 36-month period.

Each class' annual performance adjustment rate is multiplied by the average daily net assets of each respective class over the entire performance period, which is then multiplied by a fraction, the numerator of which is the number of days in the month and the denominator of which is 365 (366 in leap years). The resulting amount is then added to (in the case of overperformance), or subtracted from (in the case of underperformance) the base fee.

Under the performance fee arrangement, each class will pay a positive performance fee adjustment for a performance period whenever the class outperforms the Lipper A Rated Bond Funds Index over that period, even if the class had overall negative returns during the performance period.

Under the investment advisory agreement with the Manager that took effect on July 1, 2019, no performance adjustments will be made for the period beginning July 1, 2019, through June 30, 2020. Only performance beginning as of July 1, 2019, and thereafter will be utilized in calculating future performance adjustments.

For the period from August 1, 2018 to June 30, 2019, the Fund incurred management fees, paid or payable to AMCO, of \$18,842,000, which included a performance adjustment for the Fund Shares, Institutional Shares, Adviser Shares, and R6 Shares of \$567,000, \$955,000, \$(13,000), and \$1,000, respectively. For the Fund Shares, Institutional Shares, Adviser Shares, and R6 Shares the performance adjustments were 0.02%, 0.02%, (0.01)%, and less than 0.01%, respectively. For the period July 1, 2019 to July 31, 2019 the

Fund incurred management fees, paid or payable to Victory Capital of \$1,699,000, which included no performance adjustments.

**Administration and servicing fees** – Effective July 1, 2019, Victory Capital is obligated on a continuous basis to provide administrative services to the Fund. The Manager provides certain administration and servicing functions for the Fund. For such services, the Manager receives a fee accrued daily and paid monthly at an annualized rate of 0.15% of average daily net assets of the Fund Shares and Adviser Shares, 0.10% of average daily net assets of the Institutional Shares, and 0.05% of average daily net assets of the R6 Shares. For the period from August 1, 2018 to June 30, 2019, the Fund Shares, Institutional Shares, Adviser Shares, and R6 Shares incurred administration and servicing fees, paid or payable to AMCO, of \$4,168,000, \$4,337,000, \$134,000, and \$8,000, respectively. For the period July 1, 2019 to July 31, 2019 the Fund Shares, Institutional Shares, Adviser Shares, and R6 Shares incurred administration and servicing fees, paid or payable to Victory Capital of \$408,000, \$426,000, \$12,000, and \$1,000, respectively.

In addition to the services provided under its Administration and Servicing Agreement with the Fund, AMCO also provided certain compliance and legal services for the benefit of the Fund. The Board approved the reimbursement of a portion of these expenses incurred by AMCO.

Effective July 1, 2019, these services are covered under a Compliance Services Agreement between the Trust and Victory Capital. For the period from August 1, 2018 to June 30, 2019, the Fund reimbursed AMCO \$26,000 for these compliance and legal services. For the period July 1, 2019 to July 31, 2019, the Fund's portion of fees paid to Victory Capital under the Compliance Service Agreement was \$4,000. These expenses are included in the professional fees on the Fund's Statement of Operations.

**Expense limitation** – Effective July 1, 2019, the Manager has contractually agreed to waive its management fee and/or reimburse expenses so that the total annual operating expenses (excluding certain items such as interest, taxes and brokerage commissions) do not exceed 0.52% of the Fund Shares, 0.46% of the Institutional Shares, 0.77% of the Adviser Shares, and 0.39% of

the R6 Shares, through at least June 30, 2021. The Manager is permitted to recoup advisory fees waived and expenses reimbursed for up to three years after the fiscal year in which the waiver or reimbursement took place, subject to the lesser of any operating expense limits in effect at the time of: (a) the original waiver or expense reimbursement; or (b) the recoupment, after giving effect to the recoupment amount. The amount of any waivers or reimbursements and the amount of any recoupment is calculated without regard to the impact of any performance adjustment to the Fund's management fee. This waiver agreement may only be terminated by the Fund's Board of Trustees. Prior to July 1, 2019, AMCO agreed to limit the total annual operating expenses of the R6 Shares to 0.39% of their average daily net assets, excluding extraordinary expenses and before reductions of any expenses paid indirectly, and to reimburse the R6 Shares for all expenses in excess of those amounts. For the period from August 1, 2018 to June 30, 2019, the R6 Shares incurred reimbursable expenses from AMCO of \$5,000. For the period July 1, 2019 to July 31, 2019, the R6 Shares incurred reimbursable expenses of \$2,000, all of which was receivable from the Manager.

**Transfer agent's fees** – Victory Capital Transfer Agency, Inc. (VCTA), (formerly, USAA Shareholder Account Services (SAS)) provides transfer agency services to the Fund. VCTA, an affiliate of the Manager, provides transfer agent services to the Fund Shares and Adviser Shares based on an annual charge of \$25.50 per shareholder account plus out-of-pocket expenses. VCTA pays a portion of these fees to certain intermediaries for the administration and servicing of accounts that are held with such intermediaries. Transfer agent's fees for Institutional Shares and R6 Shares are paid monthly based on a fee accrued daily at an annualized rate of 0.10% of the Institutional Shares' and 0.01% of the R6 Shares' average daily net assets, plus out-of-pocket expenses. For the year ended July 31, 2019, the Fund Shares, Institutional Shares, Adviser Shares, and R6 Shares incurred transfer agent's fees, paid or payable to VCTA, of \$3,548,000, \$4,763,000, \$96,000, and \$2,000, respectively.

**Distribution and service (12b-1) fees** – Effective July 1, 2019, the Trust has an agreement with Victory Capital Advisers, Inc. (VCA), an affiliate of the Manager for exclusive distribution of the Fund's shares on a continuing best

effort basis. Prior to July 1, 2019, the Fund adopted a plan pursuant to Rule 12b-1 under the 1940 Act with respect to the Adviser Shares. Under the plan, the Adviser Shares paid fees to USAA Investment Management Company (IMCO), the distributor, for distribution and shareholder services. Prior to July 1, 2019, IMCO paid all or a portion of such fees to intermediaries that make the Adviser Shares available for investment by their customers. The fee is accrued daily and paid monthly at an annual rate of 0.25% of the Adviser Shares' average daily net assets. Adviser Shares are offered and sold without imposition of an initial sales charge or a contingent deferred sales charge. For the period from August 1, 2018 to June 30, 2019, the Adviser Shares incurred distribution and service (12b-1) fees, of \$223,000. For the period July 1, 2019 to July 31, 2019, the Adviser Shares incurred distribution and service (12b-1) fees, of \$20,000.

**Underwriting services** – Effective July 1, 2019, the Trust has an agreement with Victory Capital Advisers, Inc. (VCA), an affiliate of the Manager for exclusive underwriting and distribution of the Fund's shares on a continuing best effort basis. This agreement provides that VCA receive no fee or other compensation for such distribution services, but may receive 12b-1 fees with respect to Adviser Shares. Prior to July 1, 2019, IMCO provided exclusive underwriting and distribution of the Fund's shares on a continuing best-efforts basis and received no fee or other compensation for these services, but may receive 12b-1 fees as described above, with respect to Adviser Shares.

## **(9) TRANSACTIONS WITH AFFILIATES**

The Fund offers its Institutional Shares for investment by other affiliated funds in which the affiliated fund-of-funds invest. The fund-of-funds do not invest in the underlying affiliated funds for the purpose of exercising management or control, and the affiliated fund-of-funds' annual or semiannual reports may be viewed at [usaa.com](http://usaa.com). As of July 31, 2019, the

fund-of-funds owned the following percentages of the total outstanding shares of the Fund:

<b>Affiliated USAA Fund</b>	<b>Ownership %</b>
Cornerstone Conservative	0.7
Target Retirement Income	0.8
Target Retirement 2020	1.1
Target Retirement 2030	1.4
Target Retirement 2040	0.9
Target Retirement 2050	0.4
Target Retirement 2060	0.0*

\*Represents less than 0.1%.

Effective July 1, 2019, Victory Capital replaced AMCO as the Fund's investment adviser and began managing the Fund. Prior to July 1, 2019, AMCO was indirectly wholly owned by USAA, a large, diversified financial services institution.

Certain trustees and officers of the Fund are also directors, officers, and/or employees of the Manager. None of the affiliated trustees or Fund officers received any compensation from the Fund.

## **(10) UPCOMING REGULATORY MATTERS**

In October 2016, the U.S. Securities and Exchange Commission (SEC) issued Final Rule Release No. 33-10233, *Investment Company Liquidity Risk Management Programs* (Liquidity Rule). The Liquidity Rule requires funds to establish a liquidity risk management program and enhances disclosures regarding funds' liquidity. The requirements to implement a liquidity risk management program and establish a 15% illiquid investment limit became effective December 1, 2018. However, in February 2018, the SEC issued Release No. IC-33010, *Investment Company Liquidity Risk Management Programs; Commission Guidance for In-Kind ETFs*, which delayed certain requirements related to liquidity classification, highly liquid investment minimums, and board approval of the liquidity risk management programs to June 1, 2019. The Manager has determined there is no significant impact on the Fund's financial statements and various filings.

## **(11) RECENT ACCOUNTING PRONOUNCEMENTS**

In August 2018, the SEC adopted amendments to Regulation S-X for investment companies governing the form and content of financial statements. The amendments to Regulation S-X took effect on November 5, 2018, and the financial statements have been modified accordingly, for the current and prior periods.

### **ASU 2018-13, Fair Value Measurement**

In August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-13, Fair Value Measurement (Topic 820). The amendments in the ASU impact disclosure requirements for fair value measurement. ASU 2018-13 is effective for fiscal years beginning after December 15, 2019. Early adoption is permitted and can include the entire standard or certain provisions that exclude or amend disclosures. Management has elected to early adopt ASU 2018-13 effective with the current reporting period. The adoption of ASU 2018-13 guidance is limited to changes in the Fund's notes to financial statement disclosures regarding valuation method, fair value, and transfers between levels of the fair value hierarchy.

### **ASU 2017-08, Premium Amortization of Purchased Callable Debt Securities**

In March 2017, the FASB issued ASU 2017-08, Premium Amortization of Purchased Callable Debt Securities. The amendments in the ASU shorten the premium amortization period on a purchased callable debt security from the security's contractual life to the earliest call date. ASU 2017-08 is effective for funds with fiscal years beginning after December 15, 2018. The Manager has determined the adoption of this standard will have no significant impact on the financial statements and reporting disclosures of the Fund.

# FINANCIAL HIGHLIGHTS

## FUND SHARES

Per share operating performance for a share outstanding throughout each period is as follows:

	Year Ended July 31,				
	2019	2018	2017	2016	2015
Net asset value at beginning of period	\$ 12.68	\$ 13.20	\$ 13.40	\$ 12.99	\$ 13.28
Income (loss) from investment operations:					
Net investment income	.45	.45	.44	.47	.47
Net realized and unrealized gain (loss)	.60	(.51)	(.20)	.40	(.27)
Total from investment operations	1.05	(.06)	.24	.87	.20
Less distributions from:					
Net investment income	(.45)	(.44)	(.44)	(.46)	(.46)
Realized capital gains	(.00) <sup>(a)</sup>	(.02)	—	—	(.01)
Return of capital	—	—	—	—	(.02)
Total distributions	(.45)	(.46)	(.44)	(.46)	(.49)
Net asset value at end of period	\$ 13.28	\$ 12.68	\$ 13.20	\$ 13.40	\$ 12.99
Total return (%) <sup>*</sup>	8.50	(.47)	1.91	6.88	1.45
Net assets at end of period (000)	\$3,214,507	\$3,055,739	\$3,617,550	\$3,394,088	\$3,544,344
Ratios to average daily net assets: <sup>**</sup>					
Expenses (%) <sup>(b)</sup>	.55 <sup>(c)</sup>	.52	.49	.51	.53
Expenses, excluding reimbursements (%) <sup>(b)</sup>	.55	.52	.49	.51	.53
Net investment income (%)	3.49	3.40	3.40	3.61	3.36
Portfolio turnover (%)	13	8	9	11	10

<sup>\*</sup> Assumes reinvestment of all net investment income and realized capital gain distributions, if any, during the period. Includes adjustments in accordance with U.S. generally accepted accounting principles and could differ from the Lipper reported return. Total returns for periods of less than one year are not annualized.

<sup>\*\*</sup> For the year ended July 31, 2019, average daily net assets were \$3,050,475,000.

(a) Represents less than \$0.01 per share.

(b) Does not include acquired fund fees, if any.

(c) Effective July 1, 2019, the Manager has voluntarily agreed to limit the annual expenses of the Fund Shares to 0.52% of the Fund Shares' average daily net assets.



## INSTITUTIONAL SHARES

Per share operating performance for a share outstanding throughout each period is as follows:

	Year Ended July 31,				
	2019	2018	2017	2016	2015
Net asset value at beginning of period	\$ 12.67	\$ 13.19	\$ 13.39	\$ 12.99	\$ 13.28
Income (loss) from investment operations:					
Net investment income	.45	.44	.45	.48	.49
Net realized and unrealized gain (loss)	.61	(.50)	(.20)	.39	(.28)
Total from investment operations	1.06	(.06)	.25	.87	.21
Less distributions from:					
Net investment income	(.46)	(.44)	(.45)	(.47)	(.47)
Realized capital gains	(.00) <sup>(a)</sup>	(.02)	—	—	(.01)
Tax return of capital	—	—	—	—	(.02)
Total distributions	(.46)	(.46)	(.45)	(.47)	(.50)
Net asset value at end of period	\$ 13.27	\$ 12.67	\$ 13.19	\$ 13.39	\$ 12.99
Total return (%) <sup>*</sup>	8.58	(.41)	1.97	6.89	1.51
Net assets at end of period (000)	\$5,048,203	\$4,629,713	\$3,644,795	\$3,114,810	\$2,227,221
Ratios to average daily net assets: <sup>**</sup>					
Expenses (%) <sup>(b)</sup>	.48 <sup>(c)</sup>	.47	.43	.44	.46
Expenses, excluding reimbursements (%) <sup>(b)</sup>	.48	.47	.43	.44	.46
Net investment income (%)	3.56	3.46	3.45	3.66	3.43
Portfolio turnover (%)	13	8	9	11	10

\* Assumes reinvestment of all net investment income and realized capital gain distributions, if any, during the period. Includes adjustments in accordance with U.S. generally accepted accounting principles and could differ from the Lipper reported return. Total returns for periods of less than one year are not annualized.

\*\* For the year ended July 31, 2019, average daily net assets were \$4,765,022,000.

(a) Represents less than \$0.01 per share.

(b) Does not include acquired fund fees, if any.

(c) Effective July 1, 2019, the Manager has voluntarily agreed to limit the annual expenses of the Institutional Shares to 0.46% of the Institutional Shares' average daily net assets.

## ADVISER SHARES

Per share operating performance for a share outstanding throughout each period is as follows:

	Year Ended July 31,				
	2019	2018	2017	2016	2015
Net asset value at beginning of period	\$ 12.65	\$ 13.16	\$ 13.36	\$ 12.96	\$ 13.25
Income (loss) from investment operations:					
Net investment income	.42	.41	.42	.44	.44
Net realized and unrealized gain (loss)	.59	(.49)	(.21)	.38	(.27)
Total from investment operations	1.01	(.08)	.21	.82	.17
Less distributions from:					
Net investment income	(.42)	(.41)	(.41)	(.42)	(.43)
Realized capital gains	(.00) <sup>(a)</sup>	(.02)	—	—	(.01)
Tax return of capital	—	—	—	—	(.02)
Total distributions	(.42)	(.43)	(.41)	(.42)	(.46)
Net asset value at end of period	\$ 13.24	\$ 12.65	\$ 13.16	\$ 13.36	\$ 12.96
Total return (%)*	8.20	(.61)	1.67	6.53	1.23
Net assets at end of period (000)	\$ 95,026	\$ 105,072	\$ 130,912	\$ 171,518	\$ 222,494
Ratios to average daily net assets:**					
Expenses (%) <sup>(b)</sup>	.77 <sup>(d)</sup>	.74	.72	.77	.79 <sup>(c)</sup>
Expenses, excluding reimbursements (%) <sup>(b)</sup>	.77	.74	.72	.77	.79
Net investment income (%)	3.28	3.18	3.17	3.36	3.10
Portfolio turnover (%)	13	8	9	11	10

\* Assumes reinvestment of all net investment income and realized capital gain distributions, if any, during the period. Includes adjustments in accordance with U.S. generally accepted accounting principles and could differ from the Lipper reported return. Total returns for periods of less than one year are not annualized.

\*\* For the year ended July 31, 2019, average daily net assets were \$97,302,000.

(a) Represents less than \$0.01 per share.

(b) Does not include acquired fund fees, if any.

(c) Prior to December 1, 2014, AMCO had voluntarily agreed to limit the annual expenses of the Adviser Shares to 0.90% of the Adviser Shares' average daily net assets.

(d) Effective July 1, 2019, the Manager has voluntarily agreed to limit the annual expenses of the Adviser Shares to 0.77% of the Adviser Shares' average daily net assets.

## R6 SHARES

Per share operating performance for a share outstanding throughout each period is as follows:

	Year Ended July 31,		Period Ended
	2019	2018	July 31,
			2017***
Net asset value at beginning of period	\$ 12.67	\$ 13.19	\$12.83
Income (loss) from investment operations:			
Net investment income	.47	.45	.30
Net realized and unrealized gain (loss)	.60	(.49)	.36
Total from investment operations	1.07	(.04)	.66
Less distributions from:			
Net investment income	(.47)	(.46)	(.30)
Realized capital gains	(.00) <sup>(a)</sup>	(.02)	—
Total distributions	(.47)	(.48)	(.30)
Net asset value at end of period	\$ 13.27	\$ 12.67	\$13.19
Total return (%) <sup>*</sup>	8.68	(.32)	5.22
Net assets at end of period (000)	\$20,840	\$18,874	\$5,142
Ratios to average daily net assets: <sup>**</sup>			
Expenses (%) <sup>(b)</sup>	.39 <sup>(d)</sup>	.39	.39 <sup>(c)</sup>
Expenses, excluding reimbursements (%) <sup>(b)</sup>	.43	.58	.99 <sup>(c)</sup>
Net investment income (%)	3.65	3.56	3.50 <sup>(c)</sup>
Portfolio turnover (%)	13	8	9

\* Assumes reinvestment of all net investment income and realized capital gain distributions, if any, during the period. Includes adjustments in accordance with U.S. generally accepted accounting principles and could differ from the Lipper reported return. Total returns for periods of less than one year are not annualized.

\*\* For the year ended July 31, 2019, average daily net assets were \$18,951,000.

\*\*\* R6 Shares commenced operations on December 1, 2016.

(a) Represents less than \$0.01 per share.

(b) Does not include acquired fund fees, if any.

(c) Annualized. The ratio is not necessarily indicative of 12 months of operations.

(d) Effective July 1, 2019, the Manager has voluntarily agreed to limit the annual expenses of the R6 Shares to 0.39% of the R6 Shares' average daily net assets.

# EXPENSE EXAMPLE

July 31, 2019 (unaudited)

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## EXAMPLE

As a shareholder of the Fund, you incur two types of costs: direct costs, such as wire fees, redemption fees, and low balance fees; and indirect costs, including management fees, transfer agency fees, distribution and service (12b-1) fees, and other Fund operating expenses. This example is intended to help you understand your indirect costs, also referred to as “ongoing costs” (in dollars), of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire six-month period of February 1, 2019, through July 31, 2019.

## ACTUAL EXPENSES

The line labeled “actual” under each share class in the table provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested at the beginning of the period, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number for your share class in the “actual” line under the heading “Expenses Paid During Period” to estimate the expenses you paid on your account during this period.

## HYPOTHETICAL EXAMPLE FOR COMPARISON PURPOSES

The line labeled “hypothetical” under each share class in the table provides information about hypothetical account values and hypothetical expenses based on the Fund’s actual expense ratios for each class and an assumed rate of return of 5% per year before expenses, which is not the Fund’s actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the

period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any direct costs, such as wire fees, redemption fees, or low balance fees. Therefore, the line labeled “hypothetical” is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these direct costs were included, your costs would have been higher.

	Beginning Account Value February 1, 2019	Ending Account Value July 31, 2019	Expenses Paid During Period* February 1, 2019 – July 31, 2019
<b>Fund Shares</b>			
Actual	\$1,000.00	\$1,063.90**	\$2.76**
Hypothetical (5% return before expenses)	1,000.00	1,022.12**	2.71**
<b>Institutional Shares</b>			
Actual	1,000.00	1,064.30	2.46**
Hypothetical (5% return before expenses)	1,000.00	1,022.41**	2.41**
<b>Adviser Shares</b>			
Actual	1,000.00	1,062.90	3.89
Hypothetical (5% return before expenses)	1,000.00	1,021.03	3.81
<b>R6 Shares</b>			
Actual	1,000.00	1,064.80	2.00
Hypothetical (5% return before expenses)	1,000.00	1,022.86	1.96

\*Expenses are equal to the annualized expense ratio of 0.54% for Fund Shares, 0.48% for Institutional Shares, 0.76% for Adviser Shares, and 0.39% for R6 Shares, which are net of any reimbursements and expenses paid indirectly, multiplied by the average account value over the period, multiplied by 181 days/365 days for Fund Shares, Institutional Shares, Adviser Shares, and R6 Shares (to reflect the one-half-year period). The Fund’s actual ending account values are based on its actual total returns of 6.39% for Fund Shares, 6.43% for Institutional Shares, 6.29% for Adviser Shares, and 6.48% for R6 Shares, for the six-month period of February 1, 2019, through July 31, 2019.

\*\*The Fund's annualized expense ratio of 0.54% for Fund Shares, 0.48% for Institutional Shares above reflects a change effective July 1, 2019, to implement the Manager's expense limitation of 0.52% of the Fund Shares' average annual net assets and 0.46% for the Institutional Shares' average annual net assets. Had the expense limitation of 0.52% for the Fund Shares and 0.46% for the Institutional Shares, which is net of expenses paid indirectly, been in effect for the entire six-month period of February 1, 2019, through July 31, 2019, the values in the table above would be as shown below.

	Beginning Account Value February 1, 2019	Ending Account Value July 31, 2019	Expenses Paid During Period February 1, 2019 – July 31, 2019
<b>Fund Shares</b>			
Actual	\$1,000.00	\$1,063.90	\$2.66
Hypothetical (5% return before expenses)	1,000.00	1,022.22	2.61
<b>Institutional Shares</b>			
Actual	1,000.00	1,064.30	2.35
Hypothetical (5% return before expenses)	1,000.00	1,022.51	2.31

# ADVISORY AGREEMENT(S)

(between the Trust and Victory Capital Management Inc.)

July 31, 2019

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The following disclosure relates to the approval of the (i) new investment advisory agreement between the Trust and Victory Capital and (ii) new investment subadvisory agreements between certain subadvisers and Victory Capital, which became effective on July 1, 2019.

At an in-person meeting held on January 15, 2019, the USAA Mutual Funds Trust's ("Trust") Board of Trustees ("Board"), including those Trustees who are not parties to any investment advisory or management agreement between USAA Asset Management Company ("AMCO") and the Trust ("Existing Management Agreements") or the new Investment Advisory Agreement between the Trust and Victory Capital Management Inc. ("Victory Capital") (the "New Advisory Agreement") or "interested persons" (as that term is defined in the Investment Company Act of 1940 Act, as amended ("1940 Act")) of such parties or the Trust (the "Independent Trustees"), considered and unanimously approved the New Advisory Agreement between the Trust, on behalf of each of its series (each a "Fund" and together the "Funds"), and Victory Capital, and, as applicable, new Investment Subadvisory Agreements between Victory Capital and each investment subadviser ("New Subadvisory Agreements," and together with the New Advisory Agreement, the "New Agreements"), as listed below. The Board also determined to recommend that shareholders of each Fund approve the New Advisory Agreement. Shareholder approval is not required for the New Subadvisory Agreements. The Independent Trustees reviewed the proposed approval of the New Agreements in private sessions with their independent legal counsel at which no representatives of Victory Capital or AMCO were present.

## BACKGROUND FOR THE BOARD APPROVALS

At a telephonic meeting of the Board held on November 5, 2018, representatives of USAA and AMCO informed the Board that USAA's subsidiary, USAA Investment Corporation, would enter into a stock purchase agreement with

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Victory Capital Holdings, Inc. (“Victory Holdings”) pursuant to which Victory Holdings would acquire all of the outstanding stock of AMCO and USAA Transfer Agency Company d/b/a USAA Shareholder Account Services (“USAA Transfer Agent”) (the “Transaction”). The Independent Trustees were advised that the Transaction, if completed, would constitute an “assignment” (as that term is defined in Section 2(a)(4) of the 1940 Act) and result in the automatic termination of the Existing Management Agreements (“Change of Control Event”). The Independent Trustees also were advised that it was proposed that Victory Capital, a subsidiary of Victory Holdings, would serve as the investment adviser to each Fund after the closing of the Transaction (“Post-Transaction”) and that the Board would be asked to consider approval of the terms and conditions of the New Advisory Agreement with Victory Capital and thereafter to submit the New Advisory Agreement to each Fund’s shareholders for approval. Because the Change of Control Event also would result in the termination of each existing subadvisory agreement between AMCO and the subadvisers to the Funds (“Existing Subadvisory Agreements”), the Independent Trustees were advised that the Board would also be asked to approve the New Subadvisory Agreements.

In anticipation of the Transaction, the Trustees met at a series of subsequent in-person meetings on November 27-28, 2018, January 7-8, 2019, and January 14-15, 2019, which included meetings of the full Board and separate meetings of the Independent Trustees for the purposes of considering, among other things: whether it would be in the best interests of each Fund and its respective shareholders to approve the New Agreements; and the anticipated impacts of the Transaction on the Funds and their shareholders (each, a “Meeting”). During each of these Meetings, the Board sought additional and clarifying information as it deemed necessary or appropriate. In this connection, the Independent Trustees worked with their independent legal counsel to prepare formal due diligence requests (the “Diligence Requests”) that were submitted to Victory Capital, Victory Capital Advisers, Inc. (“VCA”), and the subadvisers. The Diligence Requests sought information relevant to the Board’s consideration of the New Advisory Agreement, the New Subadvisory Agreements, distribution arrangements, and other anticipated impacts of the Transaction on the Funds and their shareholders. Victory Capital, VCA, and the subadvisers provided documents and information in



response to the Diligence Requests (the “Response Materials”). Following their review of the Response Materials, the Independent Trustees submitted a supplemental due diligence request for additional and clarifying information (the “Supplemental Diligence Request”) to Victory Capital and VCA. Victory Capital and VCA provided further information in response to the Supplemental Diligence Request, which the Board reviewed. Senior management representatives of Victory Capital and/or AMCO participated in a portion of each Meeting and addressed various questions raised by the Board. Throughout the process, the Independent Trustees were assisted by their independent legal counsel and counsel to the Funds, who advised them on, among other things, their duties and obligations relating to their consideration of the New Agreements.

The Board’s evaluation of the New Agreements reflected the information provided specifically in connection with its review of the New Agreements, as well as, where relevant, information that was previously furnished to the Board in connection with the most recent renewal of the Existing Management Agreements and Existing Subadvisory Agreements at an in-person meeting of the Board on April 18, 2018 (the “2018 15(c) Meeting”) and at other subsequent Board meetings in 2018. The Board’s evaluation of the New Agreements also reflected the knowledge gained as Board members of the Funds with respect to services provided by AMCO, its affiliates, and each subadviser to the Funds.

The Board’s approvals and recommendations were based on its determination, within its business judgment, that it would be in the best interests of each Fund and its respective shareholders, for Victory Capital and, as applicable, the subadvisers, to provide investment advisory, investment subadvisory, and related services to the Funds, following the closing of the Transaction.

## **FACTORS CONSIDERED IN APPROVING THE NEW ADVISORY AGREEMENT**

In connection with the Board’s consideration of the New Advisory Agreement, Victory Capital and AMCO advised the Board about a variety of matters, including the following:

- The nature, extent, and quality of the services to be provided to the Funds by Victory Capital Post-Transaction are expected to be of at

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least the same level as the services currently provided to the Funds by AMCO.

- Victory Capital's stated commitment to maintaining and enhancing the USAA member/USAA Fund shareholder experience, including creating a dedicated USAA Fund sales and client service call center that will provide ongoing client service and advice to existing and new USAA members.
- Victory Capital proposes to: (1) replace the underlying indexes for the USAA Extended Market Index Fund and USAA S&P 500 Index Fund with indexes designed to provide shareholders with comparable exposure and investment outcomes; (2) change the USAA Extended Market Index Fund's and USAA S&P 500 Index Fund's investment objectives and strategies in light of the changes to their underlying indexes; and (3) change the name of the USAA S&P 500 Index Fund to the USAA 500 Index Fund.
- Victory Capital does not propose changes to the investment objective(s) of any other Funds. Although the investment processes used by Victory Capital's portfolio managers may differ from those used by AMCO's portfolio managers or, if applicable, any subadviser's portfolio managers, such differences are not currently expected to result in changes to the principal investment strategies or principal investment risks of the Funds.
- The New Advisory Agreement does not change any Fund's advisory fee rate or the computation method for calculating such fees (except that Victory Capital, subject to Board approval, may in the future use a single designated share class to calculate the performance adjustment). For at least two years after the Transaction closes, Victory Capital has agreed to waive fees and/or reimburse expenses so that each Fund's annual expense ratio (excluding certain customary items) does not exceed the levels reflected in each Fund's most recent audited financial statements at the time the Transaction closes (or the levels of AMCO's then-current expense caps, if applicable), excluding the impact of any performance adjustment to the Fund's advisory fee.

- The portfolio managers at AMCO that manage the Fixed Income Funds<sup>1</sup> as well as the USAA's Global Multi-Asset team servicing the Cornerstone Funds<sup>2</sup>, Target Retirement Funds<sup>3</sup>, Global Managed Volatility Fund, Managed Allocation Fund, and Target Managed Allocation Fund, are expected to continue to do so Post-Transaction as employees of Victory Capital, if they choose to become employees of Victory Capital. Post-Transaction, the investment teams for the Funds, other than the Fixed Income Funds, will be replaced or augmented.
- With the exception of the USAA S&P 500 Index Fund, USAA Extended Market Index Fund, and USAA Nasdaq-100 Index Fund, which will be advised by Victory Capital through its Victory Solutions platform, Victory Capital proposes that the same subadvisers be retained Post-Transaction, although Victory Capital may change the allocation to a particular subadviser Post-Transaction. No changes are expected to the portfolio managers of the subadvisers who will serve as subadvisers Post-Transaction.
- VCA's distribution capabilities, including its significant network of intermediary relationships, which may provide additional opportunities for the Funds to grow assets and lower fees and expenses through increased economies of scale.
- The experience of Victory Capital in acquiring and integrating investments in investment management companies and its plans to transition and integrate AMCO's and USAA Transfer Agent's businesses to Victory Capital. Victory Capital and USAA expect to

<sup>1</sup>The Fixed Income Funds include the following Funds: California Bond Fund, Government Securities Fund, High Income Fund, Income Fund, Intermediate-Term Bond Fund, Tax Exempt Intermediate-Term Fund, Tax Exempt Long-Term Fund, New York Bond Fund, Short-Term Bond Fund, Tax Exempt Short-Term Fund, Ultra Short-Term Bond Fund, Virginia Bond Fund, Money Market Fund, Tax Exempt Money Market Fund and Treasury Money Market Trust.

<sup>2</sup>The Cornerstone Funds include the following Funds: Cornerstone Aggressive Fund, Cornerstone Conservative Fund, Cornerstone Equity Fund, Cornerstone Moderate Fund, Cornerstone Moderately Aggressive Fund, and Cornerstone Moderately Conservative Fund.

<sup>3</sup>The Target Retirement Funds include the following Funds: Target Retirement 2020 Fund, Target Retirement 2030 Fund, Target Retirement 2040 Fund, Target Retirement 2050 Fund, Target Retirement 2060 Fund, and Target Retirement Income Fund.

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enter into a transition services agreement under which USAA will continue to provide Victory Capital with certain services that are currently provided by USAA to AMCO and the USAA Transfer Agent for a specified period of time after the closing of the Transaction to assist Victory Capital in transitioning the USAA member distribution channel and member support services.

- Pursuant to a transitional trademark license agreement with USAA, Victory Capital and the Funds will have a non-exclusive license, subject to certain restrictions and limitations, to continue using certain licensed marks including “USAA,” “United Services Automobile Association,” and the USAA Logo in connection with their asset management and transfer agency businesses for a period of three years following the closing of the Transaction, which agreement may thereafter be extended for an additional year.
- The support expressed by the current senior management team at AMCO for the Transaction and AMCO’s recommendation that the Board approve the New Agreements.
- The commitments of Victory Capital and AMCO to bear all of the direct expenses of the Transaction, including all legal costs and costs associated with the proxy solicitation, regardless of whether the Transaction is consummated.

In addition to the matters noted above, in their deliberations regarding approval of the New Advisory Agreement, the Board considered the factors discussed below, among others.

**The nature, extent, and quality of services expected to be provided by Victory Capital** – The Board considered information provided by Victory Capital regarding its investment philosophy, investment management capabilities, business and operating structure, scale of operations, leadership and reputation, distribution capabilities, and financial condition. The Board also considered the capabilities, resources, and personnel of Victory Capital, including senior and other personnel of AMCO who had been extended offers to join Victory Capital, in order to determine whether Victory Capital is capable of providing the same level of investment management services

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currently provided to each Fund, and also considered the transition and integration plans to move management of the Funds to Victory Capital. The Board recognized that the AMCO personnel who had been extended offers may not accept such offers and personnel changes may occur in the future in the ordinary course. The Board considered the resources and infrastructure that Victory Capital intends to devote to its compliance program to ensure compliance with applicable laws and regulations, as well as Victory Capital's commitment to those programs. The Board also considered the resources that Victory Capital has devoted to its risk management program and cybersecurity program. The Board also reviewed information provided by Victory Capital related to its business, legal, and regulatory affairs. This review considered the resources available to Victory Capital to provide the services specified under the New Advisory Agreement. The Board considered Victory Capital's financial condition, including the financing of the Transaction, and noted that Victory Capital is expected to be able to provide a high level of service to the Funds and continuously invest and re-invest in its business.

The Board considered that, while it was proposed that Victory Capital would become the investment adviser to the Funds, the same portfolio managers at AMCO that manage the Fixed Income Funds, as well as USAA's Global Multi-Asset team servicing the Cornerstone Funds, Target Retirement Funds (including Target Managed Allocation Fund), Global Managed Volatility Fund, and Managed Allocation Fund, are expected to continue to do so after the Transaction as employees of Victory Capital, if they choose to become employees of Victory Capital. The Board determined that it had considered the qualifications of the portfolio managers at AMCO and the subadvisers at its 2018 15(c) Meeting. The Board considered the professional experience, education, affiliations and/or other credentials or qualifications of the anticipated portfolio managers at Victory Capital that would manage the Equity Funds<sup>4</sup>, Cornerstone Funds, and Target Retirement Funds. The Board noted that the Equity Funds or portions of Equity Funds currently managed by AMCO would be replaced with portfolio managers from Victory Capital.

<sup>4</sup>The Equity Funds include the following Funds: Aggressive Growth Fund, Growth & Income Fund, Income Stock Fund, Global Equity Income Fund, and Precious Metals and Minerals Fund.

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The Board considered that certain Funds would continue to operate in a manager-of-managers structure Post-Transaction. The Board considered that Victory Capital's experience in allocating assets to, and overseeing the advisory services of, its investment franchises and the Victory Solutions platform, was similar to AMCO's role in allocating assets to and overseeing the advisory services provided by the subadvisers.

The Board considered that the terms and conditions of the New Advisory Agreement are substantially similar to the terms and conditions of the Existing Management Agreements. The Board also considered that the New Subadvisory Agreements are substantially similar to the terms and conditions of the Existing Subadvisory Agreements and that no changes were proposed to the allocation of responsibilities as between Victory Capital and any subadviser, except to the extent that under the New Subadvisory Agreements each subadviser would be responsible for voting proxies with respect to assets allocated to that subadviser, while AMCO currently votes all Fund proxies. The Board considered that Victory Capital also would provide certain administrative, fund accounting, and shareholder servicing services under a separate administration agreement with the Funds. In this connection, the Board considered information on Victory Capital's use of third-party service providers to provide certain sub-administration and sub-accounting services to the Funds.

After review of these and other considerations, the Board concluded that Victory Capital will be capable of providing investment advisory services of the same high quality as the investment advisory services provided to the Funds by AMCO, and that these services are appropriate in nature and extent in light of the Funds' operations and investor needs.

**Performance of the Funds** – With respect to the performance of the Funds, the Board considered its review at the 2018 15(c) Meeting of peer group and benchmark investment performance comparison data relating to each Fund and, if applicable, each subadviser's performance record for similar accounts. The Board considered that information reviewed at the 2018 15(c) Meeting may be more relevant for those Funds that would retain their current portfolio managers or subadvisers. With respect to the Funds whose portfolio managers would be replaced, the Board considered the performance of funds sponsored

and managed by Victory Capital (“Victory Funds”) with similar investment objectives and strategies managed by the portfolio managers who would manage the Funds. Based on information presented to the Board at the Meetings and its discussions with Victory Capital, the Board concluded that Victory Capital is capable of generating a level of long-term investment performance that is appropriate in light of each Fund’s investment objectives, strategies and restrictions.

**Fees to be paid to Victory Capital and expenses of the Funds** – The Board considered that it had reviewed each Fund’s existing advisory fee rate and computation method for calculating such fees at the 2018 15(c) Meeting. The Board considered that the New Advisory Agreement does not change any Fund’s advisory fee rate or the computation method for calculating such fees, except that Victory Capital, subject to Board approval, may in the future use a single designated share class to calculate the performance adjustment and apply the resulting performance adjustment across each other class of shares of the Fund. The Board considered that the use of a single designated class to calculate the performance adjustment for each other class of shares of the Fund could mean that shareholders of a class other than the class used to measure the performance adjustment may pay a performance adjustment that is higher or lower than if the adjustment were calculated on a class by class basis, primarily due to the impact of differences in the fees and expenses between share classes on performance. The Board considered that the New Advisory Agreement stipulates that the period for measuring performance for calculating a Fund’s performance adjustment begins on the date that Victory Capital begins managing the Fund; therefore, no performance adjustments will be made for the first twelve months of the New Advisory Agreement, consistent with applicable regulations. The Board also considered Victory Capital’s contractual commitment under the expense limitation agreement (“ELA”) to waive fees and/or reimburse expenses for at least two years after the closing of the Transaction, so that each Fund’s annual expense ratio (excluding acquired fund fees and expenses, any performance adjustment to a Fund’s advisory fee, interest, taxes, brokerage commissions, other expenditures which are capitalized in accordance with generally accepted accounting principles, and other extraordinary expenses not incurred in the ordinary course of such Fund’s business) does not exceed the levels reflected

in each Fund's most recent audited financial statements at the time the Transaction closes (or the levels of AMCO's then-current expense caps, if applicable), excluding the impact of any performance adjustment to a Fund's advisory fee. The Board considered that the ELA permits Victory Capital to recoup advisory fees waived and expenses reimbursed for up to three years after the fiscal year in which the waiver or reimbursement took place, subject to the lesser of any operating expense limitation in effect at the time of: (1) the original waiver or expense reimbursement; or (2) recoupment. The Board also considered that Victory Capital and AMCO had represented to the Board that they will use their best efforts to ensure that they and their respective affiliates do not take any action that imposes an "unfair burden" on the Funds as a result of the Transaction or as a result of any express or implied terms, conditions or understandings applicable to the Change of Control Event, for so long as the requirements of Section 15(f) of the 1940 Act apply. The Board also considered a comparison of the proposed advisory fees to be paid by each Fund to the advisory fees paid by funds and other accounts managed by Victory Capital deemed to be comparable to the Fund in terms of investment objectives and strategies. The Board considered that, with few exceptions, mostly involving weighted average fees for separate accounts, the advisory fees to be paid by the Funds were lower than the fees paid by these other funds and accounts. The Board concluded that the retention of Victory Capital was unlikely to impose an unfair burden on the Funds because, after the Transaction, none of AMCO, Victory Capital, VCA, or any of their respective affiliates, would be entitled to receive any compensation directly or indirectly (i) from any person in connection with the purchase or sale of securities or other property to, from, or on behalf of the Funds (other than ordinary fees for bona fide principal underwriting services), or (ii) from the Funds or their shareholders for other than bona fide investment advisory or other services. Based on its review, the Board determined, with respect to each Fund, that Victory Capital's advisory fee is fair and reasonable.

**The extent to which Victory Capital may realize economies of scale as the Funds grow larger and whether fee levels reflect these economies of scale for the benefit of Fund shareholders** – The Board considered potential or anticipated economies of scale in relation to the services Victory Capital would provide to each Fund. The Board considered that the New Advisory



Agreement includes the same advisory fee breakpoints for the same Funds as the Existing Advisory Agreements. The Board also considered that Victory Capital has contractually agreed to cap the Funds' annual operating expense ratios, pursuant to the ELA, which will remain in effect for at least two years from the closing of the Transaction, and may be extended. The Board also considered Victory Capital's representation that the significant increase in its assets under management Post-Transaction may reasonably be expected to enable the new combined firm to reach greater economies of scale in a shorter time frame. The Board noted that it will have the opportunity to periodically re-examine whether a Fund or the Trust has achieved economies of scale, and the appropriateness of investment advisory and administrative fees payable to Victory Capital, in the future.

**The profits to be realized by Victory Capital and its affiliates from their relationship with the Trust** – The Board considered the benefits Victory Capital and its affiliates may derive from their relationship with the Funds, including compensation to be paid to Victory Capital for the provision of certain administrative, fund accounting and shareholder services to the Funds and compensation to be paid to USAA Transfer Agent for the provision of transfer agency services to the Funds. The Board considered the significant investments Victory Capital expected to make to support and grow the USAA member channel and the costs to integrate the USAA Fund business into Victory Capital. The Board also considered Victory Capital's profitability report presented to the board of trustees of the Victory Funds in connection with their most recent 15(c) process. The Board considered Victory Capital's representation that the fully integrated USAA Fund business, including investments to support ongoing growth, was expected to have an overall marginally positive impact on Victory Capital's overall financial profitability. The Board noted the difficulty of accurately projecting profitability under the current circumstance and noted that it would have the opportunity to give further consideration to Victory Capital's profitability with respect to the Funds at the end of the initial two-year term of the New Advisory Agreement.

**Fall-Out and other benefits to Victory Capital and its affiliates** – The Board considered the possible fall-out benefits and other types of benefits that may accrue to Victory Capital and its affiliates. The Board noted that the Transaction provides Victory Capital and its affiliates the opportunity to

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deliver investment products and services to USAA's direct member-based channel. The Board also considered that Victory Capital may derive reputational and other benefits from its ability to use "USAA" and related names in connection with operating and marketing the Funds. The Board considered that the Transaction, if completed, would significantly increase Victory Capital's assets under management and expand Victory Capital's investment capabilities. This increased size and diversification could facilitate Victory Capital's continued investment in its business and products, which Victory Capital would be able to leverage across a broader base of assets. Victory Capital also would be able to use trading commission credits from the Funds' transactions in securities to "purchase" third party research and execution services to support its investment process. Based on its review, the Board determined that any "fall-out" benefits and other types of benefits that may accrue to Victory Capital are fair and reasonable.

**Conclusions** – Based on the foregoing and other relevant considerations, at the Meeting of the Board held on January 15, 2019, the Board, including a majority of the Independent Trustees, acting within its business judgment, (1) concluded that the terms of the New Advisory Agreement are fair and reasonable and that approval of the New Advisory Agreement is in the best interests of each Fund and its respective shareholders, (2) voted to approve the New Advisory Agreement, and (3) voted to recommend approval of the New Advisory Agreement by shareholders of the Funds. The Board evaluated all information available to it on a Fund-by-Fund basis and its determinations were made separately in respect of each Fund. The Board noted some factors may have been more or less important with respect to any particular Fund and that no one factor was determinative of its decisions which, instead, were premised upon the totality of factors considered. In this connection, the Board also noted that different Board members likely placed emphasis on different factors in reaching their individual conclusions to vote in favor of the New Advisory Agreement and to recommend approval of the New Advisory Agreement by shareholders of the Funds.

# ADVISORY AGREEMENT(S)

(between the Trust and AMCO)

July 31, 2019

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The following disclosure relates to the approval of the continuation of the (i) investment advisory agreement between the Trust and AMCO and (ii) investment subadvisory agreements between certain subadvisers and AMCO, which were effective until July 1, 2019.

At an in-person meeting of the Board of Trustees (the “Board”) held on April 17, 2019, the Board, including the Trustees who are not “interested persons” (as that term is defined in the Investment Company Act of 1940, as amended) of the Trust (the “Independent Trustees”), approved for an annual period the continuance of the Advisory Agreement between the Trust and AMCO with respect to the Fund.<sup>1</sup>

In advance of the meeting, the Trustees received and considered a variety of information relating to the Advisory Agreement and AMCO, and were given the opportunity to ask questions and request additional information from management. The information provided to the Board included, among other things: (i) a separate report prepared by an independent third party, which provided a statistical analysis comparing the Fund’s investment performance, expenses, and fees to comparable investment companies; (ii) information concerning the services rendered to the Fund, as well as information regarding AMCO’s revenues and costs of providing services to the Fund and compensation paid to affiliates of AMCO; and (iii) information about

<sup>1</sup>At an in-person meeting held on January 15, 2019, the Board, including the Independent Trustees, approved a new investment advisory agreement between the Trust, on behalf of the Fund, and Victory Capital Management Inc. (“Victory Capital”). Effective July 1, 2019, upon the closing of the transaction whereby AMCO acquired by Victory Capital Holdings, Inc., the parent company of Victory Capital, the Advisory Agreement between the Trust and AMCO and the Sub-advisory Agreement with the Subadviser terminated and the new investment advisory agreement between the Trust and Victory Capital went into effect. The factors the Board considered in approving the new investment advisory agreement with Victory Capital are discussed above. Effective June 30, 2019, the Subadviser no longer manages any portion of the Fund.

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AMCO's operations and personnel. Prior to voting, the Independent Trustees reviewed the proposed continuance of the Advisory Agreement with management and with experienced counsel retained by the Independent Trustees ("Independent Counsel") and received materials from such Independent Counsel discussing the legal standards for their consideration of the proposed continuation of the Advisory Agreement with respect to the Fund. The Independent Trustees also reviewed the proposed continuation of the Advisory Agreement with respect to the Fund in private sessions with Independent Counsel at which no representatives of management were present.

At each regularly scheduled meeting of the Board and its committees, the Board receives and reviews, among other things, information concerning the Fund's performance and related services provided by AMCO. At the meeting at which the renewal of the Advisory Agreement is considered, particular focus is given to information concerning Fund performance, fees and total expenses as compared to comparable investment companies, and AMCO's profitability with respect to the Fund. However, the Board noted that the evaluation process with respect to AMCO is an ongoing one. In this regard, the Board's and its committees' consideration of the Advisory Agreement included information previously received at such meetings.

## **ADVISORY AGREEMENT**

After full consideration of a variety of factors, the Board, including the Independent Trustees, voted to approve the Advisory Agreement. In approving the Advisory Agreement, the Trustees did not identify any single factor as controlling, and each Trustee may have attributed different weights to various factors. Throughout their deliberations, the Independent Trustees were represented and assisted by Independent Counsel.

**Nature, Extent, and Quality of Services** – In considering the nature, extent, and quality of the services provided by AMCO under the Advisory Agreement, the Board reviewed information provided by AMCO relating to its operations and personnel. The Board also took into account its knowledge of AMCO's management and the quality of the performance of AMCO's duties through Board meetings, discussions, and reports during the preceding year. The Board considered the fees paid to AMCO and the services provided to the Fund by AMCO under the Advisory Agreement, as well as other services

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provided by AMCO and its affiliates under other agreements, and the personnel who provide these services. In addition to the investment advisory services provided to the Fund, AMCO and its affiliates provide administrative services, shareholder services, oversight of Fund accounting, marketing services, assistance in meeting legal and regulatory requirements, and other services necessary for the operation of the Fund and the Trust. The Board also considered the significant risks assumed by AMCO in connection with the services provided to the Fund including ongoing risks including investment, operational, enterprise, litigation, regulatory and compliance risks.

The Board considered AMCO's management style and the performance of AMCO's duties under the Advisory Agreement. The Board considered the level and depth of experience of AMCO, including the professional experience and qualifications of its senior and investment personnel, as well as current staffing levels. The allocation of the Fund's brokerage, including AMCO's process for monitoring "best execution," also was considered. AMCO's role in coordinating the activities of the Fund's other service providers also was considered. The Board also considered AMCO's risk management processes. The Board considered AMCO's financial condition and that it had the financial wherewithal to continue to provide the same scope and high quality of services under the Advisory Agreement. In reviewing the Advisory Agreement, the Board focused on the experience, resources, and strengths of AMCO and its affiliates in managing the Fund, as well as other funds in the Trust.

The Board also reviewed the compliance and administrative services provided to the Fund by AMCO and its affiliates, including AMCO's oversight of the Fund's day-to-day operations and oversight of Fund accounting. The Trustees, guided also by information obtained from their experiences as trustees of the Trust, also focused on the quality of AMCO's compliance and administrative staff.

**Expenses and Performance** – In connection with its consideration of the Advisory Agreement, the Board evaluated the Fund's advisory fees and total expense ratio as compared to other open-end investment companies deemed to be comparable to the Fund as determined by the independent third party

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in its report. The Fund's expenses were compared to (i) a group of investment companies chosen by the independent third party to be comparable to the Fund based upon certain factors, including fund type, comparability of investment objective and classification, sales load type (in this case, retail investment companies with front-end loads and no sales loads), asset size, and expense components (the expense group) and (ii) a larger group of investment companies that includes all front-end load and no-load retail open-end investment companies with the same investment classification/objective as the Fund regardless of asset size, excluding outliers (the expense universe).

Among other data, the Board noted that the Fund's management fee rate – which includes advisory and administrative services and the effects of any performance adjustment – was below the median of its expense group and its expense universe. The data indicated that the Fund's total expenses were below the median of its expense group and its expense universe. The Board took into account the various services provided to the Fund by AMCO and its affiliates, including the high quality of services received by the Fund from AMCO. The Board also noted the level and method of computing the management fee, including any performance adjustment to such fee.

In considering the Fund's performance, the Board noted that it reviews at its regularly scheduled meetings information about the Fund's performance results. The Trustees also reviewed various comparative data provided to them in connection with their consideration of the renewal of the Advisory Agreement, including, among other information, a comparison of the Fund's average annual total return with its Lipper index and with that of other mutual funds deemed to be in its peer group by the independent third party in its report (the performance universe). The Fund's performance universe consisted of the Fund and all retail and institutional open-end investment companies with the same classification/objective as the Fund regardless of asset size or primary channel of distribution. This comparison indicated that, among other data, the Fund's performance was above the average of its performance universe and its Lipper index for the one-, three- and ten-year periods ended December 31, 2018, and was below the average of its performance universe and its Lipper index for the five-year period ended December 31, 2018. The Board also noted that the Fund's percentile performance ranking was in the bottom 50% of its

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performance universe for the one-year period ended December 31, 2018, was in the top 30% of its performance universe for the three- and ten-year periods ended December 31, 2018, and was in the top 40% of its performance universe for the five-year period ended December 31, 2018.

**Compensation and Profitability** – The Board took into consideration the level and method of computing the management fee. The information considered by the Board included operating profit margin information for AMCO’s business as a whole. The Board also received and considered profitability information related to the management revenues from the Fund. This information included a review of the methodology used in the allocation of certain costs to the Fund. The Trustees reviewed the profitability of AMCO’s relationship with the Fund before tax expenses. The Board was also provided with an Investment Management Profitability Analysis prepared by an independent information service. In reviewing the overall profitability of the management fee to AMCO, the Board also considered the fact that AMCO and its affiliates provide shareholder servicing and administrative services to the Fund for which they receive compensation. The Board also considered the possible direct and indirect benefits to AMCO from its relationship with the Trust, including that AMCO may derive reputational and other benefits from its association with the Fund. The Trustees recognized that AMCO should be entitled to earn a reasonable level of profits in exchange for the level of services it provides to the Fund and the entrepreneurial and other risks that it assumes as Manager.

**Economies of Scale** – The Board considered whether there should be changes in the management fee rate or structure in order to enable the Fund to participate in any economies of scale. The Board took into account management’s discussion of the current advisory fee structure. The Board also considered the effect of Fund’s growth and size on its performance and fees, noting that the Fund may realize other economies of scale if assets increase proportionately more than some expenses. The Board determined that the current investment management fee structure was reasonable.

**Conclusions** – The Board reached the following conclusions regarding the Fund’s Advisory Agreement with AMCO, among others: (i) AMCO has demonstrated that it possesses the capability and resources to perform the duties required of it under the Advisory Agreement; (ii) AMCO maintains an

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appropriate compliance program; (iii) the performance of the Fund is reasonable in relation to the performance of funds with similar investment objectives and to relevant indices; (iv) the Fund's advisory expenses are reasonable in relation to those of similar funds and to the services to be provided by AMCO; and (v) AMCO's and its affiliates' level of profitability from their relationship with the Fund is reasonable in light of the nature and high quality of services provided by AMCO and the type of fund. Based on its conclusions, the Board determined that the continuation of the Advisory Agreement would be in the best interests of the Fund and its shareholders.



# TRUSTEES' AND OFFICERS' INFORMATION

## TRUSTEES AND OFFICERS OF THE TRUST

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As of July 1, 2019, the Board of Trustees (the “Board”) of the Trust consists of ten Trustees. These Trustees and the Trust’s Officers supervise the business affairs of the USAA family of funds. The Board is responsible for the general oversight of the funds’ business and for assuring that the funds are managed in the best interests of each fund’s respective shareholders. The Board periodically reviews the funds’ investment performance as well as the quality of other services provided to the funds and their shareholders by each of the fund’s service providers, including the adviser and its affiliates. Pursuant to a policy adopted by the Board, the term of office for each Trustee shall be until the Trustee reaches age 75. The Board may change or grant exceptions from this policy at any time without shareholder approval. A Trustee may resign or be removed by a vote of two-thirds of the Trustees before the removal or by the holders of two-thirds of the outstanding shares of the Trust at any time. Vacancies on the Board can be filled by the action of a majority of the Trustees, provided that after filling such vacancy at least two-thirds of the Trustees have been elected by the shareholders.

Set forth below are the Trustees and Officers of the Trust, their respective offices and principal occupations during the last five years, length of time served, and information relating to any other directorships held. As of July 1, 2019, each serves on the Board of the USAA family of funds consisting of one registered investment company, which offers 47 individual funds. Unless otherwise indicated, the business address for each is P.O. Box 659430, San Antonio, TX 78265-9430.

If you would like more information about the funds’ Trustees, you may call (800) 235-8396 to request a free copy of the funds’ Statement of Additional Information (“SAI”).

In connection with the Transaction, the Board of the Trust nominated, and shareholders of each USAA mutual fund approved, two new Trustees to serve on the Trust's Board, effective upon the closing of the Transaction. Effective July 1, 2019, David C. Brown serves as an Interested Trustee and John C. Walters serves as an Independent Trustee. Information about the current Trustees of the Trust is provided below.

## INTERESTED TRUSTEES

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**Daniel S. McNamara**<sup>1, 2, 4, 6, †</sup>

Trustee and Chair of the Board of Trustees

Born: June 1966

Year of Election or Appointment: 2012

Trustee, President, and Vice Chairman of USAA ETF Trust (06/17–06/19); President of Financial Advice & Solutions Group (FASG), USAA (02/13–present); Director of USAA Asset Management Company (AMCO), (08/11–06/19); Director of USAA Investment Management Company (IMCO) (09/09–present); Chairman of Board of IMCO (4/13–present); President and Director of USAA Shareholder Account Services (SAS) (10/09–06/19); Senior Vice President of USAA Financial Planning Services Insurance Agency, Inc. (FPS) (04/11–present); Director and Vice Chairman of FPS (12/13–present); President and Director of USAA Investment Corporation (ICORP) (03/10–present); Chairman of Board of ICORP (12/31–present); Director of USAA Financial Advisors, Inc. (FAI) (12/13–present); Chairman of Board of FAI (3/15–present). Mr. McNamara brings to the Board extensive experience in the financial services industry, including experience as an officer of the Trust.

**David C. Brown**<sup>2, 4, 6, 10</sup>

Trustee

Born: May 1972

Year of Election or Appointment: 2019

Chairman and Chief Executive Officer (2013–present), Co-Chief Executive Officer, (2011–2013), Victory Capital Management Inc.; Chairman and Chief Executive Officer (2013–present), Victory Capital Holdings, Inc. Mr. Brown brings to the Board extensive business, finance and leadership skills gained

and developed through years of experience in the financial services industry, including his tenure overseeing the strategic direction as CEO of Victory Capital. These skills, combined with Mr. Brown's extensive knowledge of the financial services industry and demonstrated success in the development and distribution of investment strategies and products, enable him to provide valuable insights to the Board and strategic direction for the Funds. Mr. Brown serves on the Boards of the Victory Funds family of funds consisting of five registered investment companies offering approximately 104 mutual funds and 24 ETFs. Mr. Brown is considered an Interested Trustee of the Trust due to his position with Victory Capital and its affiliated companies.

## **NON-INTERESTED (INDEPENDENT) TRUSTEES**

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### **Jefferson C. Boyce<sup>3, 4, 5, 6, 7</sup>**

Lead Trustee and Vice Chair

Born: September 1957

Year of Election or Appointment: 2013

Trustee, USAA ETF Trust (06/17–06/19); Senior Managing Director, New York Life Investments, LLC (1992–2012), an investment manager. Mr. Boyce brings to the Board experience in financial investment management, and, in particular, institutional and retail mutual funds, variable annuity products, broker dealers, and retirement programs, including experience in organizational development, marketing, product development, and money management as well as five years' experience as a Board member of the USAA family of funds. Mr. Boyce is a board member of Westhab, Inc.

### **Dawn M. Hawley<sup>3, 4, 5, 6, 7, 9</sup>**

Trustee

Born: February 1954

Year of Election or Appointment: 2014

Trustee, USAA ETF Trust (06/17–06/19); Manager of Finance, Menil Foundation, Inc. (05/07–06/11), which is a private foundation that oversees the assemblage of sculptures, prints, drawings, photographs, and rare books. Director of Financial Planning and Analysis and Chief Financial Officer, AIM Management Group, Inc. (10/87–01/06). Ms. Hawley brings to the

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Board experience in financial investment management and, in particular, institutional and retail mutual funds, variable annuity products, broker dealers, and retirement programs, including experience in financial planning, budgeting, accounting practices, and asset/liability management functions including major acquisitions and mergers, as well as over five years' experience as a Board member of the USAA family of funds. Ms. Hawley holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

**Robert L. Mason, Ph.D.**<sup>3, 4, 5, 6, 7</sup>

Trustee

Born: July 1946

Year of Election or Appointment: 1997

Trustee, USAA ETF Trust (06/17–06/19); Adjunct Professor in the Department of Management Science and Statistics in the College of Business at the University of Texas at San Antonio (2001–present); Institute Analyst, Southwest Research Institute (03/02–01/16), which focuses on providing innovative technology, science, and engineering services to clients around the world and is one of the oldest independent, nonprofit, applied research and development organizations in the United States. He was employed at Southwest Research Institute for 40 years. Dr. Mason brings to the Board particular experience with information technology matters, statistical analysis, and human resources as well as over 22 years' experience as a Board member of the USAA family of funds. Dr. Mason holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

**Paul L. McNamara**<sup>3, 4, 5, 6, 7</sup>

Trustee

Born: July 1948

Year of Election or Appointment: 2012

Trustee, USAA ETF Trust (06/17–06/19); Director, Cantor Opportunistic Alternatives Fund, LLC (03/10–02/14), which is a closed-end fund of funds by Cantor Fitzgerald Investment Advisors, LLC. Mr. McNamara retired from Lord Abbett & Co. LLC, an independent U.S. investment management firm, as

an Executive Member on 09/30/09, a position he held since 10/02. He had been employed at Lord Abbett since 1996. Mr. McNamara brings to the Board extensive experience with the financial services industry and, in particular, institutional and retail mutual fund markets, including experience with mutual fund marketing, distribution, and risk management, as well as overall experience with compliance and corporate governance issues. Mr. McNamara also has experience serving as a fund director as well as seven years' experience as a Board member of the USAA family of funds. Paul L. McNamara is of no relation to Daniel S. McNamara. Mr. McNamara holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

**Richard Y. Newton III**<sup>3,4,5,6,7</sup>

Trustee

Born: January 1956

Year of Election or Appointment: 2017

Trustee, USAA ETF Trust (06/17–06/19); Director, Elta North America (01/18–present), which is a global leader in the design, manufacture and support of innovative electronic systems in the ground, maritime, airborne, and security domains for the nation's warfighters, security personnel, and first responders; Managing Partner, Pioneer Partnership Development Group (12/15–present); Executive Director, The Union League Club of New York (06/14–11/15); Executive Vice President, Air Force Association (08/12–05/14); Lieutenant General, United States Air Force (01/08–06/12). Lieutenant General Newton (Ret.) served 34 years of active duty in the United States Air Force. Lt. Gen. Newton retired as the Assistant Vice Chief of Staff and Director of Air Staff at the Headquarters of the U.S. Air Force where he was responsible for overseeing the administration and organization of the Air Staff, which develops policies, plans and programs, establishes requirements, and provides resources to support the Air Force's mission. Lt. Gen. Newton is a graduate of the United States Air Force Academy, Webster University, and The National War College. Lt. Gen. Newton brings to the Board extensive management and military experience, as well as over two years of experience as a Board member of the USAA family of funds. Lt. Gen. Newton holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

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**Barbara B. Ostdiek, Ph.D.**<sup>3,4,5,6,7,8</sup>

Trustee

Born: March 1964

Year of Election or Appointment: 2008

Trustee, USAA ETF Trust (06/17–06/19); Senior Associate Dean of Degree programs at Jesse H. Jones Graduate School of Business at Rice University (07/13–present); Associate Professor of Finance at Jesse H. Jones Graduate School of Business at Rice University (07/01–present); Academic Director, El Paso Corporation Finance Center at Jesse H. Jones Graduate School of Business at Rice University (07/02–06/12). Dr. Ostdiek brings to the Board particular experience with financial investment management, education, and research as well as over eleven years' experience as a Board member of the USAA family of funds. Dr. Ostdiek holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

**Michael F. Reimherr**<sup>3,4,5,6,7</sup>

Trustee

Born: August 1945

Year of Election or Appointment: 2000

Trustee, USAA ETF Trust (06/17–06/19); President of Reimherr Business Consulting performing business valuations of medium to large companies; developing business plans, budgets, and internal financial reporting; and work with mergers and acquisitions (05/95–12/17). St. Mary's University Investment Committee overseeing University Endowment (06/14–present). Mr. Reimherr brings to the Board particular experience with organizational development, budgeting, finance, capital markets, and mergers and acquisitions, as well as over 19 years' experience as a Board member of the USAA family of funds. Mr. Reimherr holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

**John C. Walters**<sup>3, 4, 5, 6, 7</sup>

Trustee

Born: February 1962

Year of Election or Appointment: 2019

Retired. Mr. Walters brings significant Board experience including active involvement with the board of a Fortune 500 company, and a proven record of leading large, complex financial organizations. He has a demonstrated record of success in distribution, manufacturing, investment brokerage, and investment management in both the retail and institutional investment businesses. He has substantial experience in the investment management business with a demonstrated ability to develop and drive strategy while managing operational, financial, and investment risk. Mr. Walters is a board member of Guardian Variable Products Trust (16 series), Lead Independent Director; Amerilife Holdings LLC, Director; Stadion Money Management; Director; and University of North Carolina (Chapel Hill), Member Board of Governors.

<sup>1</sup> Indicates the Trustee was an employee of AMCO or affiliated companies and is considered an “interested person” under the Investment Company Act of 1940.

<sup>2</sup> Member of Executive Committee.

<sup>3</sup> Member of Audit and Compliance Committee.

<sup>4</sup> Member of Product Management and Distribution Committee.

<sup>5</sup> Member of Corporate Governance Committee.

<sup>6</sup> Member of Investments Committee.

<sup>7</sup> The address for all non-interested trustees is that of the USAA Funds, P.O. Box 659430, San Antonio, TX 78265-9430.

<sup>8</sup> Dr. Ostdiek has been designated as an Audit and Compliance Committee Financial Expert by the Funds’ Board.

<sup>9</sup> Ms. Hawley has been designated as an Audit and Compliance Committee Financial Expert by the Funds’ Board.

<sup>10</sup> Indicates the Trustee is an employee of Victory Capital or affiliated companies and is considered an “interested person” under the Investment Company Act of 1940.

† Mr. D. McNamara was elected as Chair of the Board in July 2019.

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Effective July 1, 2019, the Board of the Trust appointed certain new officers of the Trust. The current officers of the Trust are stated below.

## **OFFICERS**

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### **Christopher K. Dyer**

President

Born: February 1962

Year of Appointment: 2019

Director of Mutual Fund Administration, the Victory Capital.

### **Scott A. Stahorsky**

Vice President

Born: July 1969

Year of Appointment: 2019

Manager, Fund Administration, the Adviser (since 2015); Senior Analyst, Fund Administration, the Victory Capital (prior to 2015).

### **Allan Shaer**

Assistant Treasurer

Born: March 1965

Year of Appointment: 2019

Senior Vice President, Financial Administration, Citi Fund Services Ohio, Inc. (since 2016); Vice President, Mutual Fund Administration, JP Morgan Chase (2011–2016).

### **James K. De Vries**

Treasurer

Born: April 1969

Year of Appointment: 2018

Executive Director, Victory Capital Management Inc. (7/1/19–present); Treasurer, USAA ETF Trust (09/18–06/19); Executive Director, Investment and Financial Administration, USAA (04/12–06/30/19); Assistant Treasurer,



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USAA ETF Trust (06/17–09/18); Assistant Treasurer, USAA Mutual Funds Trust (12/13–02/18). Mr. De Vries also serves as the Funds’ Principal Financial Officer.

**Carol D. Trevino**

Assistant Treasurer

Born: October 1965

Year of Appointment: 2018

Director, Accounting and Finance, Victory Capital Management Inc. (7/1/19–present); Assistant Treasurer, USAA ETF Trust (09/18–06/19); Accounting/Financial Director, USAA (12/13–06/30/19).

**Erin G. Wagner**

Secretary

Born: February 1974

Year of Appointment: 2019

Associate General Counsel, the Adviser (since 2013).

**Charles Booth**

Anti-Money Laundering Compliance Officer and Identity Theft Officer

Born: April 1960

Year of Appointment: 2019

Director, Regulatory Administration and CCO Support Services, Citi Fund Services Ohio, Inc. (2007–present).

**Amy Campos**

Chief Compliance Officer

Born: August 1976

Year of Appointment: 2019

Chief Compliance Officer, USAA Mutual Funds Trust (7/1/19–present); Executive Director, Deputy Chief Compliance Officer, USAA Mutual Funds Trust and USAA ETF Trust (7/17–6/19); Compliance Director, USAA Mutual Funds Trust (2014–7/17).

<b>Trustees</b>	Daniel S. McNamara Robert L. Mason, Ph.D. Jefferson C. Boyce Dawn M. Hawley Paul L. McNamara Richard Y. Newton III Barbara B. Ostdiek, Ph.D. Michael F. Reimherr David C. Brown John C. Walters
<b>Administrator and Investment Adviser</b>	Victory Capital Management Inc. P.O. Box 659453 San Antonio, Texas 78265-9825
<b>Underwriter and Distributor</b>	Victory Capital Advisers, Inc. 4900 Tiedeman Road Brooklyn, Ohio 44144
<b>Transfer Agent</b>	Victory Capital Transfer Agency, Inc. 9800 Fredericksburg Road San Antonio, Texas 78288
<b>Custodian, Accounting Agent, and Sub-Administrator</b>	State Street Bank and Trust Company P.O. Box 1713 Boston, Massachusetts 02105
<b>Independent Registered Public Accounting Firm</b>	Ernst & Young LLP 111 West Houston St., Suite 1901 San Antonio, Texas 78205

Copies of the Victory Capital Management Inc.'s proxy voting policies and procedures, approved by the Trust's Board of Trustees for use in voting proxies on behalf of the Fund, are available without charge (i) by calling (800) 235-8396; (ii) at [usaa.com](http://usaa.com); and (iii) in summary within the Statement of Additional Information on the SEC's website at <http://www.sec.gov>. Information regarding how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is available without charge (i) at [usaa.com](http://usaa.com); and (ii) on the SEC's website at <http://www.sec.gov>.

The Fund files its complete schedule of monthly portfolio holdings with the SEC for the first and third quarters of each fiscal year as an exhibit to its reports on Form N-PORT (beginning with filings after March 31, 2019). Previously, the Fund made its complete schedule of portfolio holdings available after the first and third fiscal quarters in regulatory filings on Form N-Q. The Fund's Forms N-CSR, N-PORT, and N-Q are available at no charge (i) by calling (800) 235-8396; (ii) at [usaa.com](http://usaa.com); and (iii) on the SEC's website at <http://www.sec.gov>.

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