



MUTUAL FUNDS

JANUARY 31, 2020

# Semi Annual Report

## USAA Income Fund

Beginning 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.

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USAA Mutual  
Funds Trust

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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.*

**Investment Objective & Portfolio Holdings:**

The USAA Income Fund seeks maximum current income without undue risk to principal.

**Top 10 Holdings\***

1/31/20

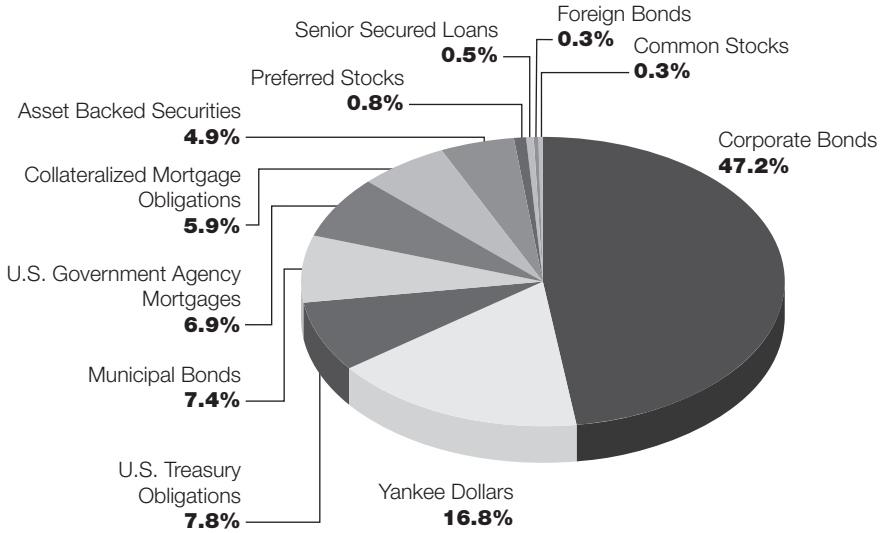
*(% of Net Assets)*

<i>U.S. Treasury Note 2% 2/15/25</i>	0.9%
<i>U.S. Treasury Bond 2.5% 2/15/45</i>	0.8%
<i>U.S. Treasury Inflation Indexed Bond 2.375% 1/15/25</i>	0.7%
<i>Federal National Mortgage Association 4% 2/1/50</i>	0.6%
<i>U.S. Treasury Note 1.625% 2/15/26</i>	0.6%
<i>U.S. Treasury Note 2.625% 11/15/20</i>	0.6%
<i>U.S. Treasury Bond 2.25% 8/15/46</i>	0.5%
<i>U.S. Treasury Bond 3.875% 8/15/40</i>	0.4%
<i>SBA Tower Trust 3.448% 3/15/48</i>	0.3%
<i>Federal National Mortgage Association 3.5% 2/1/50</i>	0.3%

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

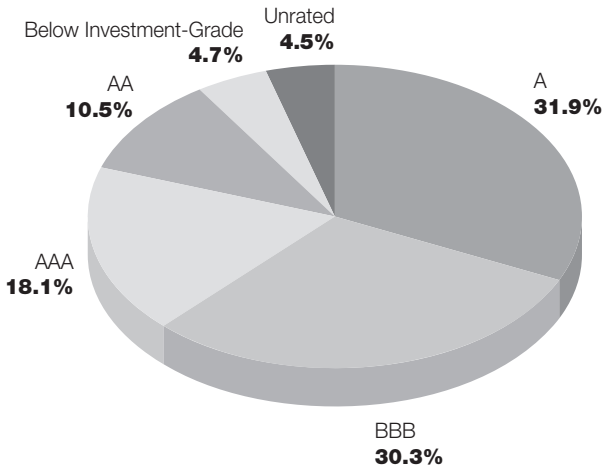
Refer to the Schedule of Portfolio Investments for a complete list of securities.

**Asset Allocation\*:  
1/31/20  
(% of Net Assets)**



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

**Portfolio Ratings Mix\***  
**1/31/20**  
**(% 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 Fund's investments. Victory Capital Management, Inc. ("Adviser") also performs its own fundamental credit analysis of each security. As part of its fundamental credit analysis, the Adviser considers various criteria, including industry specific actions, peer comparisons, payment ranking, and structure specific characteristics. Any of the Fund's securities that are not rated by an NRSRO appear in the chart above as "Unrated," but these securities are analyzed and monitored by the Adviser 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.

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

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
<b>Asset Backed Securities (4.9%)</b>		
AmeriCredit Automobile Receivables Trust, Series 2016-2 Class D, 3.65%, 5/9/22, Callable 10/8/20 @ 100	\$ 5,000	\$ 5,056
AmeriCredit Automobile Receivables Trust, Series 2016-3 Class D, 2.71%, 9/8/22, Callable 3/8/21 @ 100	9,650	9,733
AmeriCredit Automobile Receivables Trust, Series 2018-2 Class C, 3.59%, 6/18/24, Callable 11/18/22 @ 100	4,000	4,148
AmeriCredit Automobile Receivables Trust, Series 2017-4 Class C, 2.60%, 9/18/23, Callable 2/18/22 @ 100	5,000	5,061
Avis Budget Rental Car Funding AESOP LLC, Series 2018-2A Class B, 4.27%, 3/20/25 (a)	5,250	5,631
Avis Budget Rental Car Funding AESOP LLC, Series 2019-2A Class B, 3.55%, 9/22/25 (a)	7,500	7,897
Avis Budget Rental Car Funding AESOP LLC, Series 2016-2A Class B, 3.36%, 11/20/22 (a)	6,000	6,099
Avis Budget Rental Car Funding AESOP LLC, Series 2016-1A Class C, 4.94%, 6/20/22 (a)	2,827	2,905
Avis Budget Rental Car Funding AESOP LLC, Series 2019-3A Class B, 2.65%, 3/20/26 (a)	12,500	12,677
BCC Funding Corp. LLC, Series 2019-1A Class A2, 2.46%, 8/20/24, Callable 9/20/23 @ 100 (a)	10,000	10,055
BCC Funding LLC, Series 2016-1 Class D, 4.78%, 8/20/22, Callable 5/20/20 @ 100 (a)	1,951	1,965
California Republic Auto Receivables Trust, Series 2017-1 Class B, 2.91%, 12/15/22, Callable 4/15/21 @ 100	6,500	6,569
Canadian Pacer Auto Receivables Trust, Series 2020-1A Class A4, 1.89%, 3/19/25, Callable 12/19/23 @ 100 (a) (b)	6,067	6,097
Canadian Pacer Auto Receivables Trust, Series 2020-1A Class B, 2.00%, 7/21/25, Callable 12/19/23 @ 100 (a) (b)	2,000	2,010
Canadian Pacer Auto Receivables Trust, Series 2018-2A Class B, 3.63%, 1/19/24, Callable 1/19/22 @ 100 (a)	1,250	1,289
CarMax Auto Owner Trust, Series 2020-1 Class B, 2.21%, 9/15/25, Callable 1/15/24 @ 100	6,375	6,445
Centre Point Funding LLC, Series 2012-2A Class 1, 2.61%, 8/20/21 (a)	424	423
Chesapeake Funding LLC, Series 2018-2A Class B, 3.52%, 8/15/30, Callable 8/15/21 @ 100 (a)	6,000	6,132
Chesapeake Funding LLC, Series 2018-3A Class C, 3.81%, 1/15/31, Callable 1/15/22 @ 100 (a)	6,000	6,201
CIT Education Loan Trust, Series 2007-1 Class B, 2.25%(LIBOR03M+30bps), 6/25/42, Callable 12/25/30 @ 100 (a) (c)	4,729	4,404
CPS Auto Receivables Trust, Series 2019-C Class C, 2.84%, 6/16/25, Callable 11/15/23 @ 100 (a)	2,500	2,536
Credit Acceptance Auto Loan Trust, Series 2017-2 Class C, 3.35%, 6/15/26, Callable 1/15/21 @ 100 (a)	4,850	4,897
Element Rail Leasing I LLC, Series 2014-1A Class A2, 3.67%, 4/19/44 (a)	25,000	25,257
Exeter Automobile Receivables Trust, Series 2020-1A Class B, 2.26%, 4/15/24, Callable 3/15/24 @ 100 (a)	5,132	5,154
ExteNet LLC, Series 2019-1A Class A2, 3.20%, 7/26/49, Callable 1/25/23 @ 100 (a)	5,625	5,754
Flagship Credit Auto Trust, Series 2016-4 Class D, 3.89%, 11/15/22, Callable 9/15/21 @ 100 (a)	6,795	6,947

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
GM Financial Consumer Automobile Receivables Trust, Series 2020-1 Class A4, 1.90%, 3/17/25, Callable 9/16/23 @ 100	\$ 4,500	\$ 4,548
Hertz Vehicle Financing LLC, Series 2018-3 Class A, 4.03%, 7/25/24 (a)	5,000	5,311
Hertz Vehicle Financing LP, Series 2019-3A Class A, 2.67%, 12/26/25 (a)	8,928	9,109
Hertz Vehicle Financing LP, Series 2019-1A Class B, 4.10%, 3/25/23 (a)	6,250	6,474
Hertz Vehicle Financing LP, Series 2017-2A Class A, 3.29%, 10/25/23 (a)	8,667	8,948
Hertz Vehicle Financing LP, Series 2016-4A Class A, 2.65%, 7/25/22 (a)	3,000	3,027
HPEFS Equipment Trust, Series 2019-1A Class C, 2.49%, 9/20/29, Callable 5/20/22 @ 100 (a)	2,700	2,716
InSite Issuer LLC, Series 2018-1A Class A, 4.10%, 12/15/48, Callable 7/15/24 @ 100 (a)	8,000	8,391
Master Credit Card Trust, Series 2020-1A Class B, 2.27%, 9/23/24 (a)	834	840
MMAF Equipment Finance LLC, Series 2017-A Class A5, 2.68%, 7/16/27, Callable 6/16/29 @ 100 (a)	2,750	2,820
MMAF Equipment Finance LLC, Series 2015-A Class A5, 2.49%, 2/19/36, Callable 11/16/22 @ 100 (a)	7,999	8,061
Navient Student Loan Trust, Series 2015-2 Class B, 3.16%(LIBOR01M+150bps), 8/25/50, Callable 5/25/28 @ 100 (c)	3,000	2,928
Navient Student Loan Trust, Series 2018-2A Class B, 2.81%(LIBOR01M+115bps), 3/25/67, Callable 3/25/33 @ 100 (a) (c)	3,500	3,421
Nelnet Student Loan Trust, Series 2005-4 Class B, 2.21%(LIBOR03M+28bps), 9/22/35, Callable 9/22/28 @ 100 (c)	1,200	1,077
NP SPE II LLC, Series 2019-2A Class C1, 6.44%, 11/19/49 (a)	6,833	6,892
NP SPE LLC, Series 2017-1A Class A2, 4.22%, 10/21/47, Callable 10/20/27 @ 100 (a)	15,625	16,694
OneMain Direct Auto Receivables Trust, Series 2017-2 Class C, 2.82%, 7/15/24, Callable 8/14/20 @ 100 (a)	8,500	8,518
OSCAR US Funding Trust IX LLC, Series 2018-2A Class A4, 3.63%, 9/10/25 (a)	12,000	12,444
OSCAR US Funding Trust LLC, Series 2018-1A Class A4, 3.50%, 5/12/25 (a)	4,760	4,904
Project Silver, Series 2019-1 Class A, 3.97%, 7/15/44 (a)	4,808	4,914
PSNH Funding LLC, Series 2018-1 Class A3, 3.81%, 2/1/35	15,545	17,790
Renew, Series 2017-2 Class A, 3.22%, 9/22/53, Callable 9/20/30 @ 100 (a)	1,322	1,368
Renew, Series 2018-1 Class A, 3.95%, 9/20/53, Callable 11/20/25 @ 100 (a)	5,269	5,467
Santander Drive Auto Receivables Trust, Series 2016-2 Class D, 3.39%, 4/15/22, Callable 10/15/20 @ 100	16,400	16,518
Sapphire Aviation Finance Ltd., Series 2018-1A Class A, 4.25%, 3/15/40 (a)	4,145	4,256
SCF Equipment Leasing LLC, Series 2019-1A Class B, 3.49%, 1/20/26, Callable 4/20/20 @ 100 (a)	6,000	6,204
SCF Equipment Leasing LLC, Series 2017-2A Class A, 3.41%, 12/20/23, Callable 2/20/20 @ 100 (a)	3,015	3,030
SLM Student Loan Trust, Series 2012-6 Class B, 2.66%(LIBOR01M+100bps), 4/27/43, Callable 4/25/27 @ 100 (c)	20,862	19,591
SLM Student Loan Trust, Series 2007-7 Class B, 2.54%(LIBOR03M+75bps), 10/27/70, Callable 1/25/23 @ 100 (c)	5,740	5,318
SLM Student Loan Trust, Series 2007-1 Class B, 2.01%(LIBOR03M+22bps), 1/27/42, Callable 10/25/28 @ 100 (c)	7,197	6,710
SLM Student Loan Trust, Series 2006-9 Class B, 2.17%(LIBOR03M+23bps), 1/25/41, Callable 1/25/32 @ 100 (c)	4,958	4,498
SLM Student Loan Trust, Series 2005-9 Class B, 2.09%(LIBOR03M+30bps), 1/25/41, Callable 10/25/30 @ 100 (c)	1,558	1,462

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
SLM Student Loan Trust, Series 2006-10 Class B, 2.01%(LIBOR03M+22bps), 3/25/44, Callable 10/25/31 @ 100 (c) . . . . .	\$ 2,088	\$ 1,895
SLM Student Loan Trust, Series 2003-14 Class B, 2.34%(LIBOR03M+55bps), 10/25/65, Callable 10/25/28 @ 100 (c) . . . . .	1,733	1,642
Start Ltd., Series 2018-1 Class A, 4.09%, 5/15/43, Callable 5/15/25 @ 100 (a) . . . . .	7,422	7,678
Synchrony Credit Card Master Note Trust, Series 2018-2 Class C, 3.87%, 5/15/26 . . . . .	18,417	19,423
TRIP Rail Master Funding LLC, Series 2014-1A Class A2, 4.09%, 4/15/44, Callable 7/15/21 @ 100 (a) . . . . .	10,000	10,187
TRIP Rail Master Funding LLC, Series 2017-1A Class A2, 3.74%, 8/15/47, Callable 4/15/24 @ 100 (a) . . . . .	3,334	3,434
VB-S1 Issuer LLC, Series 2018-1A Class C, 3.41%, 2/15/48, Callable 2/15/22 @ 100 (a) . . . . .	7,850	7,969
Westlake Automobile Receivables Trust, Series 2018-2A Class D, 4.00%, 1/16/24, Callable 11/15/21 @ 100 (a) . . . . .	4,000	4,109
World Omni Auto Receivables Trust, Series 2018-D Class C, 3.87%, 8/15/25, Callable 10/15/22 @ 100 . . . . .	4,000	4,212
<b>Total Asset Backed Securities (Cost \$425,802)</b>		<b>436,140</b>

**Collateralized Mortgage Obligations (5.9%)**

American Money Management Corp., Series 2016-19A Class AR, 2.97% (LIBOR03M+114bps), 10/16/28, Callable 7/15/20 @ 100 (a) (c) . . . . .	3,500	3,502
ARES CLO Ltd., Series 2019-52A Class A2, 3.45%(LIBOR03M+165bps), 4/22/31, Callable 4/22/21 @ 100 (a) (c) . . . . .	4,000	4,002
BAMLL Commercial Mortgage Securities Trust, Series 2015-200P Class B, 3.49%, 4/14/33 (a) . . . . .	9,027	9,527
Banc of America Commercial Mortgage Trust, Series 2006-3 Class AM, 5.86%, 7/10/44 (d) . . . . .	1,937	598
Bank, Series 2019-BN24 Class ASB, 2.93%, 11/15/62 . . . . .	7,123	7,526
BX Commercial Mortgage Trust, Series 2019-XL Class B, 2.76% (LIBOR01M+108bps), 10/15/36 (a) (c) . . . . .	6,172	6,178
BX Trust, Series 2019-OC11 Class A, 3.20%, 12/9/41 (a) . . . . .	9,231	9,928
Cantor Commercial Real Estate Lending, Series 2019-CF3 Class ASB, 2.94%, 1/15/53 . . . . .	6,000	6,339
CIFC Funding Ltd., Series 2017-I Class B, 3.52%(LIBOR03M+170bps), 4/23/29, Callable 1/21/21 @ 100 (a) (c) . . . . .	3,500	3,503
CIFC Funding Ltd., Series 2018-I Class B, 3.22%(LIBOR03M+140bps), 4/18/31, Callable 4/18/20 @ 100 (a) (c) . . . . .	3,250	3,240
Citigroup Commercial Mortgage Trust, Series 2019-SMRT Class C, 4.68%, 1/10/24 (a) . . . . .	8,100	8,734
Citigroup Commercial Mortgage Trust, Series 2014-GC23 Class A3, 3.36%, 7/10/47 . . . . .	8,395	8,888
Citigroup Commercial Mortgage Trust, Series 2017-P8 Class AS, 3.79%, 9/15/50 (d) . . . . .	9,500	10,423
Citigroup Commercial Mortgage Trust, Series 2014-GC23 Class AS, 3.86%, 7/10/47 . . . . .	4,000	4,278
Citigroup Commercial Mortgage Trust, Series 2019-GC41 Class AS, 3.02%, 8/10/56 . . . . .	10,339	10,789
Citigroup Commercial Mortgage Trust, Series 2014-GC23 Class A4, 3.62%, 7/10/47 . . . . .	2,500	2,679
COMM Mortgage Trust, Series 2015-PCI Class A5, 3.90%, 7/10/50 (e) . . . . .	15,000	16,386

See notes to financial statements.



(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
COMM Mortgage Trust, Series 2014-CCRE19 Class A5, 3.80%, 8/10/47	\$ 5,000	\$ 5,390
COMM Mortgage Trust, Series 2015-LC23 Class AM, 4.16%, 10/10/48 (d)	6,300	6,896
COMM Mortgage Trust, Series 2012-CCRE4 Class XA, 1.85%, 10/15/45 (d) (f)	54,399	1,912
COMM Mortgage Trust, Series 2014-CCRE19 Class AM, 4.08%, 8/10/47	7,500	8,074
COMM Mortgage Trust, Series 2015-PC1 Class B, 4.58%, 7/10/50 (d)	2,500	2,723
COMM Mortgage Trust, Series 2015-PC1 Class AM, 4.29%, 7/10/50 (d)	2,000	2,204
COMM Mortgage Trust, Series 2012-CCRE1 Class XA, 2.03%, 5/15/45 (d)	34,583	1,167
COMM Mortgage Trust, Series 2012-CCRE4 Class AM, 3.25%, 10/15/45	8,600	8,665
COMM Mortgage Trust, Series 2012-CCRE3 Class AM, 3.42%, 10/15/45 (a)	5,925	6,087
DBJPM Mortgage Trust, Series 2016-SFC Class B, 3.24%, 8/10/36 (a)	2,500	2,559
DBJPM Mortgage Trust, Series 2016-SFC Class A, 2.83%, 8/10/36 (a)	4,750	4,884
Dryden CLO Ltd., Series 2018-57A Class A, 2.92%(LIBOR03M+101bps), 5/15/31, Callable 5/15/20 @ 100 (a) (c)	2,500	2,491
Dryden CLO Ltd., Series 2017-53A Class B, 3.23%(LIBOR03M+140bps), 1/15/31, Callable 4/15/20 @ 100 (a) (c)	6,400	6,396
Dryden CLO Ltd., Series 2018-58A Class B, 3.34%(LIBOR03M+150bps), 7/17/31, Callable 7/17/20 @ 100 (a) (c)	5,000	4,958
Dryden Senior Loan Fund, Series 2016-43A Class BR, 3.57%(LIBOR03M+175bps), 7/20/29, Callable 7/20/20 @ 100 (a) (c)	4,000	4,006
Dryden Senior Loan Fund, Series 2015-37A Class AR, 2.93%(LIBOR03M+110bps), 1/15/31, Callable 4/15/20 @ 100 (a) (c)	10,000	9,988
Eaton Vance CLO Ltd., Series 2015-1 Class A2R, 3.07%(LIBOR03M+125bps), 1/20/30, Callable 4/20/20 @ 100 (a) (c)	10,000	9,847
FREMF Mortgage Trust, Series 2019-K99 Class B, 3.77%, 9/25/29 (a) (d)	10,000	10,586
GE Commercial Mortgage Corp., Series 2007-C1 Class AM, 5.61%, 12/10/49 (d)	628	621
Goldentree Loan Management US CLO Ltd., Series 2019-5A Class A, 3.49% (LIBOR03M+130bps), 10/20/32, Callable 10/20/21 @ 100 (a) (c)	5,000	5,011
Goldentree Loan Management US CLO Ltd., Series 2019-5A Class B, 3.99% (LIBOR03M+180bps), 10/20/32, Callable 10/20/21 @ 100 (a) (c)	2,000	2,007
Grippen Park CLO Ltd., Series 2017-1A Class A, 3.08%(LIBOR03M+126bps), 1/20/30, Callable 4/20/20 @ 100 (a) (c)	10,000	9,997
GS Mortgage Securities Corp., Series 2005-ROCK Class X1, 0.21%, 5/3/32 (a) (d) (f)	190,667	2,582
GS Mortgage Securities Corp., Series 2013-GC10 Class AS, 3.28%, 2/10/46	5,000	5,194
GS Mortgage Securities Corp., Series 2013-GC10 Class B, 3.68%, 2/10/46 (a)	10,000	10,392
GS Mortgage Securities Trust, Series 2015-GC32 Class A4, 3.76%, 7/10/48	6,000	6,555
GS Mortgage Securities Trust, Series 2013-GC14 Class A5, 4.24%, 8/10/46	5,000	5,378
GS Mortgage Securities Trust, Series 2020-GC45 Class AAB, 2.84%, 2/13/53	3,571	3,756
GS Mortgage Securities Trust, Series 2012-GCJ7 Class XA, 2.35%, 5/10/45 (d)	23,009	625
GS Mortgage Securities Trust, Series 2012-GCJ7 Class A4, 3.38%, 5/10/45	3,998	4,066
GS Mortgage Securities Trust, Series 2020-GC45 Class A5, 2.91%, 2/13/53	4,231	4,481
JP Morgan Chase Commercial Mortgage Securities Trust, Series 2010-C2 Class C, 5.79%, 11/15/43 (a) (d)	15,000	15,325
JP Morgan Chase Commercial Mortgage Securities Trust, Series 2012-C6 Class B, 4.82%, 5/15/45 (d)	10,697	11,226
JP Morgan Chase Commercial Mortgage Securities Trust, Series 2012-CIBX Class AS, 4.27%, 6/15/45	10,000	10,491
JPMBB Commercial Mortgage Securities Trust, Series 2014-C18 Class AS, 4.44%, 2/15/47, Callable 2/11/24 @ 100 (d)	9,000	9,735
Loomis Sayles CLO Ltd., Series 2015-2A Class A1R, 2.73% (LIBOR03M+90bps), 4/15/28, Callable 4/15/20 @ 100 (a) (c)	5,000	4,991

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
Madison Park Funding Ltd., Series 2018-27A Class A2, 3.17% (LIBOR03M+135bps), 4/20/30, Callable 4/20/20 @ 100 (a) (c) . . . . .	\$ 5,320	\$ 5,288
Magnetite Ltd., Series 2012-7A Class A1R2, 2.63%(LIBOR03M+80bps), 1/15/28, Callable 4/15/20 @ 100 (a) (c) . . . . .	5,000	4,997
Morgan Stanley Bank of America Merrill Lynch Trust, Series C9 Class AS, 3.46%, 5/15/46 . . . . .	3,200	3,343
Morgan Stanley Capital Trust, Series 2012-C4 Class AS, 3.77%, 3/15/45 . . . . .	3,000	3,099
Morgan Stanley Capital Trust, Series 2011-C2 Class B, 5.20%, 6/15/44 (a) (d) . . . . .	2,750	2,806
Morgan Stanley Capital Trust, Series 2015-MS1 Class AS, 4.17%, 5/15/48 (d) . . . . .	7,000	7,593
Oaktree EIF Ltd., Series 2016-III A Class B, 3.82%(LIBOR03M+200bps), 10/20/27, Callable 4/20/20 @ 100 (a) (c) . . . . .	10,000	10,017
Octagon Investment Partners Ltd., Series 2015-1A Class A1R, 2.68% (LIBOR03M+85bps), 7/15/27, Callable 4/15/20 @ 100 (a) (c) . . . . .	10,000	9,977
Palmer Square Loan Funding Ltd., Series 2019-2 Class B, 4.07% (LIBOR03M+225bps), 4/20/27, Callable 7/20/20 @ 100 (a) (c) . . . . .	4,500	4,493
Race Point CLO Ltd., Series 2016-10A Class A1R, 2.89% (LIBOR03M+110bps), 7/25/31, Callable 7/25/20 @ 100 (a) (c) . . . . .	4,500	4,485
Sound Point CLO Ltd., Series 2013-2RA Class B, 3.28% (LIBOR03M+145bps), 4/15/29, Callable 4/15/20 @ 100 (a) (c) . . . . .	5,000	4,980
Stewart Park CLO Ltd., Series 2015-1A Class A2R, 3.08%(LIBOR03M+125bps), 1/15/30, Callable 4/15/20 @ 100 (a) (c) . . . . .	7,000	6,887
TIAA CLO Ltd., Series 2017-1A Class B, 3.52%(LIBOR03M+170bps), 4/20/29, Callable 4/20/20 @ 100 (a) (c) . . . . .	7,000	6,994
Trinitas CLO Ltd., Series 2017-6A Class AR, 2.96%(LIBOR03M+117bps), 7/25/29, Callable 4/25/20 @ 100 (a) (c) . . . . .	10,000	10,002
Trinitas CLO Ltd., Series 2016-5A Class AR, 3.18%(LIBOR03M+139bps), 10/25/28, Callable 4/25/20 @ 100 (a) (c) . . . . .	9,750	9,751
Trinitas CLO Ltd., Series 2018-9A Class B1, 3.77%(LIBOR03M+195bps), 1/20/32, Callable 1/20/21 @ 100 (a) (c) . . . . .	7,600	7,594
UBS Commercial Mortgage Trust, Series 2012-C1 Class XA, 2.26%, 5/10/45 (a) (d) (f) . . . . .	47,005	1,644
UBS Commercial Mortgage Trust, Series 2012-C1 Class B, 4.82%, 5/10/45 . . . . .	15,000	15,784
UBS Commercial Mortgage Trust, Series 2012-C1 Class AS, 4.17%, 5/10/45 . . . . .	9,375	9,766
UBS-Barclays Commercial Mortgage Trust, Series 2012-C2 Class ASEC, 4.18%, 5/10/63 (a) . . . . .	2,313	2,411
Venture CLO Ltd., Series 2014-16A Class ARR, 2.68%(LIBOR03M+85bps), 1/15/28, Callable 4/15/20 @ 100 (a) (c) . . . . .	10,000	10,001
Voya CLO Ltd., Series 2017-1 Class A2, 3.44%(LIBOR03M+160bps), 4/17/30, Callable 4/17/20 @ 100 (a) (c) . . . . .	3,000	2,993
Wells Fargo Commercial Mortgage Trust, Series 2015-C28 Class A4, 3.54%, 5/15/48 . . . . .	7,000	7,543
Wells Fargo Commercial Mortgage Trust, Series 2012-LC5 Class XA, 1.91%, 10/15/45 (a) (d) (f) . . . . .	23,507	890
WFRBS Commercial Mortgage Trust, Series 2012-C10 Class A5, 3.24%, 12/15/45 . . . . .	5,000	5,151
WFRBS Commercial Mortgage Trust, Series 2012-C7 Class AS, 4.09%, 6/15/45 (d) . . . . .	10,000	10,402
WFRBS Commercial Mortgage Trust, Series 2013-C18 Class A3, 3.65%, 12/15/46 . . . . .	20,000	20,212
WFRBS Commercial Mortgage Trust, Series 2011-C4 Class B, 5.40%, 6/15/44 (a) (d) . . . . .	6,500	6,755
WFRBS Commercial Mortgage Trust, Series 2013-C13 Class AS, 3.35%, 5/15/45 . . . . .	5,000	5,187
<b>Total Collateralized Mortgage Obligations (Cost \$513,808)</b>		<b>528,831</b>

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Shares or Principal Amount	Value
<b>Common Stocks (0.3%)</b>		
<b>Communication Services (0.1%):</b>		
AT&T, Inc. . . . .	44,050	\$ 1,657
Verizon Communications, Inc. . . . .	21,000	1,248
		<u>2,905</u>
<b>Consumer Staples (0.1%):</b>		
Kimberly-Clark Corp. . . . .	24,000	3,438
<b>Energy (0.0%): (g)</b>		
BP PLC, ADR . . . . .	107,500	3,884
Chevron Corp. . . . .	23,780	2,548
Royal Dutch Shell PLC, ADR (h) . . . . .	55,000	2,868
		<u>9,300</u>
<b>Financials (0.1%):</b>		
Bank of Montreal . . . . .	50,000	3,811
Canadian Imperial Bank of Commerce (h) . . . . .	25,000	2,037
MFA Financial, Inc. . . . .	199,850	1,559
		<u>7,407</u>
<b>Utilities (0.0%): (g)</b>		
Dominion Energy, Inc. . . . .	15,200	1,303
The Southern Co. . . . .	27,500	1,936
		<u>3,239</u>
<b>Total Common Stocks (Cost \$21,001)</b>		<u>26,289</u>
<b>Preferred Stocks (0.8%)</b>		
<b>Consumer Staples (0.3%):</b>		
CHS, Inc., Series 1, cumulative redeemable, 7.88% (i) . . . . .	200,000	5,570
Dairy Farmers of America, Inc., cumulative redeemable, 7.88% (a) (i) . . . . .	172,520	17,252
		<u>22,822</u>
<b>Financials (0.0%): (g)</b>		
Citigroup Capital, cumulative redeemable, 8.14%(LIBOR03M+637bps), 10/30/40 (c) . . . . .	40,000	1,127
<b>Real Estate (0.4%):</b>		
Equity Residential, Series K, cumulative redeemable, 8.29% (i) . . . . .	111,611	7,087
Mid-America Apartment Communities, Inc., cumulative redeemable, Series I, 8.50% (i) . . . . .	219,731	15,109
Prologis, Inc., Series Q, cumulative redeemable, 8.54% (i) . . . . .	284,623	20,778
		<u>42,974</u>
<b>Utilities (0.1%):</b>		
Entergy Texas, Inc., 5.63%, 6/1/64 . . . . .	200,000	5,608
<b>Total Preferred Stocks (Cost \$58,021)</b>		<u>72,531</u>
<b>Senior Secured Loans (0.5%)</b>		
CSC Holdings LLC, 1st Lien Term Loan, 3.93%(LIBOR01M+225bps), 7/17/25 (c) . . . \$	2,393	2,395
Harbor Freight Tools USA, Inc., 1st Lien Term Loan, 4.30%(LIBOR01M+250bps), 8/16/23 (c) . . . . .	7,414	7,349

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(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
McGraw-Hill Global Education Holdings LLC, 1st Lien Term Loan B, 5.80% (LIBOR01M+400bps), 5/4/22 (c)	\$ 3,349	\$ 3,197
Reynolds Group Holdings, Inc., 1st Lien Term Loan B, 4.55%(LIBOR01M+275bps), 2/5/23 (c)	8,542	8,549
Solera LLC, 1st Lien Term Loan B, 4.55%(LIBOR01M+275bps), 3/3/23 (c)	7,183	7,188
Sprint Communications, Inc., 1st Lien Term Loan B, 4.81%(LIBOR01M+300bps), 2/3/24 (c)	7,178	7,074
Terex Corp. 1st Lien Term Loan, 3.84%(LIBOR02M+200bps), 1/31/24 (c)	4,777	4,781
<b>Total Senior Secured Loans (Cost \$40,679)</b>		<b>40,533</b>

**Corporate Bonds (47.2%)**

<b>Communication Services (2.6%):</b>		
Activision Blizzard, Inc., 3.40%, 9/15/26, Callable 6/15/26 @ 100	7,500	8,039
AT&T, Inc.		
4.50%, 5/15/35, Callable 11/15/34 @ 100	25,000	28,697
5.25%, 3/1/37, Callable 9/1/36 @ 100	10,000	12,215
4.85%, 3/1/39, Callable 9/1/38 @ 100	5,000	5,935
CBS Corp., 4.20%, 6/1/29, Callable 3/1/29 @ 100	10,000	11,184
CCO Holdings LLC/CCO Holdings Capital Corp., 5.75%, 2/15/26, Callable 2/15/21 @ 102.88 (a)	5,000	5,251
CenturyLink, Inc.		
5.80%, 3/15/22	10,000	10,549
6.75%, 12/1/23	2,000	2,222
Charter Communications Operating LLC, 6.38%, 10/23/35, Callable 4/23/35 @ 100	20,000	26,049
Comcast Corp., 3.90%, 3/1/38, Callable 9/1/37 @ 100	15,000	17,143
Crown Castle Towers LLC, 3.22%, 5/15/42, Callable 5/15/21 @ 100 (a)	10,000	10,128
CSC Holdings LLC		
5.50%, 4/15/27, Callable 4/15/22 @ 102.75 (a)	3,000	3,190
5.75%, 1/15/30, Callable 1/15/25 @ 102.88 (a)	10,000	10,744
Discovery Communications LLC, 3.95%, 3/20/28, Callable 12/20/27 @ 100	15,000	16,210
Fox Corp., 4.71%, 1/25/29, Callable 10/25/28 @ 100 (a)	7,600	8,843
Qwest Corp., 6.75%, 12/1/21	5,000	5,349
Sirius XM Radio, Inc., 5.38%, 7/15/26, Callable 7/15/21 @ 102.69 (a)	5,000	5,274
Sprint Corp., 7.25%, 9/15/21 (h)	2,250	2,359
Sprint Spectrum Co. LLC/Sprint Spectrum Co. II LLC, 4.74%, 9/20/29 (a)	19,500	20,664
T-Mobile USA, Inc., 4.75%, 2/1/28, Callable 2/1/23 @ 102.38	2,857	3,040
Verizon Communications, Inc.		
4.40%, 11/1/34, Callable 5/1/34 @ 100	10,000	11,987
4.13%, 8/15/46	5,000	5,830
		<u>230,902</u>

<b>Consumer Discretionary (1.1%):</b>		
Advance Auto Parts, Inc., 4.50%, 12/1/23, Callable 9/1/23 @ 100	10,000	10,831
Amazon.com, Inc., 3.88%, 8/22/37, Callable 2/22/37 @ 100	12,000	14,091
AutoZone, Inc., 3.75%, 6/1/27, Callable 3/1/27 @ 100	5,000	5,433
Hasbro, Inc., 3.55%, 11/19/26, Callable 9/19/26 @ 100	12,000	12,496
Hilton Worldwide Finance LLC/Hilton Worldwide Finance Corp., 4.88%, 4/1/27, Callable 4/1/22 @ 102.44	8,000	8,388
Horace Mann School, 3.27%, 7/1/27	2,500	2,565
KB Home, 4.80%, 11/15/29, Callable 5/15/29 @ 100	2,000	2,085

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(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
Lennar Corp., 5.88%, 11/15/24, Callable 5/15/24 @ 100	\$ 5,000	\$ 5,639
Murphy Oil USA, Inc., 4.75%, 9/15/29, Callable 9/15/24 @ 102.38	2,000	2,087
Newell Brands, Inc., 3.85%, 4/1/23, Callable 2/1/23 @ 100	7,500	7,800
Princeton Theological Seminary, 4.11%, 7/1/23	6,080	6,522
The Art Institute of Chicago, 3.23%, 3/1/22	2,750	2,806
University of Notre Dame du Lac, 3.44%, 2/15/45	5,000	5,617
Vanderbilt University Medical Center, 4.17%, 7/1/37, Callable 1/1/37 @ 100	1,000	1,135
Volkswagen Group of America Finance LLC, 3.20%, 9/26/26, Callable 7/26/26 @ 100 (a)	7,105	7,466
		<u>94,961</u>
<b>Consumer Staples (1.9%):</b>		
Anheuser-Busch Cos. LLC/Anheuser-Busch InBev Worldwide, Inc., 4.70%, 2/1/36, Callable 8/1/35 @ 100	20,000	23,992
Anheuser-Busch InBev Worldwide, Inc. 4.38%, 4/15/38, Callable 10/15/37 @ 100	6,500	7,521
5.45%, 1/23/39, Callable 7/23/38 @ 100	5,250	6,836
BAT Capital Corp., 4.39%, 8/15/37, Callable 2/15/37 @ 100	5,000	5,217
Bunge Ltd. Finance Corp., 3.25%, 8/15/26, Callable 5/15/26 @ 100	3,000	3,064
Flowers Foods, Inc., 3.50%, 10/1/26, Callable 7/1/26 @ 100	10,000	10,499
General Mills, Inc., 4.55%, 4/17/38, Callable 10/17/37 @ 100	4,667	5,543
Keurig Dr Pepper, Inc. 4.60%, 5/25/28, Callable 2/25/28 @ 100	7,143	8,208
4.99%, 5/25/38, Callable 11/25/37 @ 100	4,667	5,687
Kraft Heinz Foods Co. 4.88%, 2/15/25, Callable 3/16/20 @ 102.44 (a)	13,899	14,264
3.95%, 7/15/25, Callable 4/15/25 @ 100	10,000	10,713
3.75%, 4/1/30, Callable 1/1/30 @ 100 (a)	3,750	3,965
Mars, Inc., 3.88%, 4/1/39, Callable 10/1/38 @ 100 (a)	14,000	16,440
Mead Johnson Nutrition Co., 4.13%, 11/15/25, Callable 8/15/25 @ 100	3,500	3,899
PepsiCo, Inc., 4.25%, 10/22/44, Callable 4/22/44 @ 100	5,000	6,164
SC Johnson & Son, Inc., 4.35%, 9/30/44, Callable 3/30/44 @ 100 (a)	10,000	11,645
Smithfield Foods, Inc. 4.25%, 2/1/27, Callable 11/1/26 @ 100 (a)	5,000	5,270
5.20%, 4/1/29, Callable 1/1/29 @ 100 (a)	10,000	11,237
The JM Smucker Co., 4.25%, 3/15/35	5,000	5,623
		<u>165,787</u>
<b>Energy (6.2%):</b>		
Boardwalk Pipelines LP 4.95%, 12/15/24, Callable 9/15/24 @ 100	15,000	16,369
4.45%, 7/15/27, Callable 4/15/27 @ 100	10,000	10,371
Buckeye Partners LP 4.13%, 12/1/27, Callable 9/1/27 @ 100	15,000	14,839
5.60%, 10/15/44, Callable 4/15/44 @ 100	15,000	13,805
Cameron LNG LLC, 3.30%, 1/15/35, Callable 9/15/34 @ 100 (a)	22,364	23,568
Chevron Phillips Chemical Co. LLC, 3.40%, 12/1/26, Callable 9/1/26 @ 100 (a)	10,000	10,650
Columbia Pipeline Group, Inc., 4.50%, 6/1/25, Callable 3/1/25 @ 100	15,000	16,640
ConocoPhillips Co. 4.95%, 3/15/26, Callable 12/15/25 @ 100	10,000	11,656
4.15%, 11/15/34, Callable 5/15/34 @ 100	10,000	11,499

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(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
Continental Resources, Inc., 5.00%, 9/15/22, Callable 3/16/20 @ 100	\$ 4,042	\$ 4,060
DCP Midstream Operating LP, 5.85%(LIBOR03M+385bps), 5/21/43, Callable 5/21/23 @ 100 (a) (c)	15,000	13,882
Diamondback Energy, Inc. 3.25%, 12/1/26, Callable 10/1/26 @ 100	4,000	4,082
3.50%, 12/1/29, Callable 9/1/29 @ 100	5,000	5,035
Enable Midstream Partners LP, 4.15%, 9/15/29, Callable 6/15/29 @ 100	10,000	9,731
Enable Oklahoma Intrastate Transmission LLC, 6.25%, 3/15/20 (a) (h)	9,307	9,348
Energy Transfer Operating LP 4.75%, 1/15/26, Callable 10/15/25 @ 100	5,000	5,477
4.93%(LIBOR03M+302bps), 11/1/66, Callable 3/16/20 @ 100 (c)	15,010	12,254
Energy Transfer Partners LP/Regency Energy Finance, 4.50%, 11/1/23, Callable 8/1/23 @ 100	7,000	7,471
EnLink Midstream Partners LP 4.15%, 6/1/25, Callable 3/1/25 @ 100	14,000	12,855
4.85%, 7/15/26, Callable 4/15/26 @ 100	10,000	9,224
Enterprise Products Operating LLC, 2.80%, 1/31/30, Callable 10/31/29 @ 100	10,000	10,117
EOG Resources, Inc., 3.90%, 4/1/35, Callable 10/1/34 @ 100	10,000	11,365
EQM Midstream Partners LP, 4.00%, 8/1/24, Callable 5/1/24 @ 100	6,437	6,147
EQT Corp., 7.00%, 2/1/30, Callable 10/1/29 @ 100	7,589	6,679
EQT Midstream Partners LP, 4.13%, 12/1/26, Callable 9/1/26 @ 100	14,000	12,634
Halliburton Co., 3.80%, 11/15/25, Callable 8/15/25 @ 100	20,000	21,599
Hess Corp., 4.30%, 4/1/27, Callable 1/1/27 @ 100	7,500	8,015
Marathon Petroleum Corp., 4.75%, 9/15/44, Callable 3/15/44 @ 100	10,000	11,260
Midwest Connector Capital Co. LLC, 4.63%, 4/1/29, Callable 1/1/29 @ 100 (a)	25,000	27,492
MPLX LP, 4.00%, 2/15/25, Callable 11/15/24 @ 100	7,500	7,962
Murphy Oil Corp., 5.75%, 8/15/25, Callable 8/15/20 @ 104.31	5,000	5,145
Newfield Exploration Co. 5.63%, 7/1/24	6,730	7,430
5.38%, 1/1/26, Callable 10/1/25 @ 100	9,500	10,422
Northwest Pipeline LLC, 4.00%, 4/1/27, Callable 1/1/27 @ 100	6,067	6,567
NuStar Logistics LP, 6.00%, 6/1/26, Callable 3/1/26 @ 100	3,500	3,687
Occidental Petroleum Corp. 3.40%, 4/15/26, Callable 1/15/26 @ 100	10,000	10,453
3.00%, 2/15/27, Callable 11/15/26 @ 100	5,000	5,096
3.50%, 8/15/29, Callable 5/15/29 @ 100	6,279	6,476
ONEOK Partners LP, 4.90%, 3/15/25, Callable 12/15/24 @ 100 (h)	10,000	11,168
Phillips 66, 4.65%, 11/15/34, Callable 5/15/34 @ 100	10,000	11,988
Plains All American Pipeline LP/PAA Finance Corp., 3.55%, 12/15/29, Callable 9/15/29 @ 100	10,000	9,933
Rockies Express Pipeline LLC 4.95%, 7/15/29, Callable 4/15/29 @ 100 (a)	13,730	13,718
4.80%, 5/15/30, Callable 2/15/30 @ 100 (a)	3,000	2,952
Sabal Trail Transmission LLC, 4.68%, 5/1/38, Callable 11/1/37 @ 100 (a)	15,000	17,499
Schlumberger Holdings Corp. 4.00%, 12/21/25, Callable 9/21/25 @ 100 (a)	961	1,053
3.90%, 5/17/28, Callable 2/17/28 @ 100 (a)	14,669	15,821
Southwestern Energy Co. 6.20%, 1/23/25, Callable 10/23/24 @ 100 (j)	2,000	1,663
7.50%, 4/1/26, Callable 4/1/21 @ 105.63 (h)	5,000	4,173

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Security Description	Principal Amount	Value
Spectra Energy Partners LP, 3.38%, 10/15/26, Callable 7/15/26 @ 100	\$ 5,000	\$ 5,295
Targa Resources Partners LP/Targa Resources Partners Finance Corp., 5.50%, 3/1/30, Callable 3/1/25 @ 102.75 (a)	5,000	5,159
The Williams Cos., Inc., 4.55%, 6/24/24, Callable 3/24/24 @ 100	10,000	10,918
TransCanada PipeLines Ltd., 4.12%(LIBOR03M+221bps), 5/15/67, Callable 3/16/20 @ 100 (c)	12,124	10,576
Transcontinental Gas Pipe Line Co. LLC, 7.85%, 2/1/26, Callable 11/1/25 @ 100	3,000	3,868
Transocean Pontus Ltd., 6.13%, 8/1/25, Callable 8/1/21 @ 104.59 (a)	2,076	2,138
Western Midstream Operating LP 5.38%, 6/1/21, Callable 3/1/21 @ 100	10,000	10,315
3.10%, 2/1/25, Callable 1/1/25 @ 100	4,211	4,236
Whiting Petroleum Corp., 6.63%, 1/15/26, Callable 10/15/25 @ 100	5,000	2,816
		<b>546,651</b>
<b>Financials (15.8%):</b>		
American Equity Investment Life Holding Co., 5.00%, 6/15/27, Callable 3/15/27 @ 100	5,000	5,466
American International Group, Inc., 3.88%, 1/15/35, Callable 7/15/34 @ 100	10,000	11,052
AmSouth Bancorp, 6.75%, 11/1/25	5,000	6,040
AmTrust Financial Services, Inc., 6.13%, 8/15/23	10,000	10,135
Ares Capital Corp. 3.50%, 2/10/23, Callable 1/10/23 @ 100	10,000	10,275
4.20%, 6/10/24, Callable 5/10/24 @ 100	5,000	5,284
4.25%, 3/1/25, Callable 1/1/25 @ 100	5,000	5,300
Assurant, Inc. 4.90%, 3/27/28, Callable 12/27/27 @ 100 (h)	5,000	5,602
3.70%, 2/22/30, Callable 11/22/29 @ 100	3,846	4,034
Athene Global Funding, 3.00%, 7/1/22 (a)	20,000	20,459
Atlantic Union Bankshares Corp., 5.00%(LIBOR03M+318bps), 12/15/26, Callable 12/15/21 @ 100 (c)	10,000	10,149
AXA Equitable Holdings, Inc., 4.35%, 4/20/28, Callable 1/20/28 @ 100	15,000	16,579
Banc of California, Inc., 5.25%, 4/15/25, Callable 1/15/25 @ 100	15,000	15,386
BancorpSouth Bank, 4.13%(LIBOR03M+247bps), 11/20/29, Callable 11/20/24 @ 100 (c)	8,572	8,711
Bank of America Corp. 4.00%, 4/1/24, MTN	4,864	5,268
4.20%, 8/26/24, MTN (e)	10,000	10,872
3.95%, 4/21/25, MTN	5,000	5,412
3.71%(LIBOR03M+151bps), 4/24/28, Callable 4/24/27 @ 100 (c)	8,000	8,725
3.42%(LIBOR03M+104bps), 12/20/28, Callable 12/20/27 @ 100 (c)	4,383	4,701
Bank OZK, 5.50%(LIBOR03M+443bps), 7/1/26, Callable 7/1/21 @ 100 (c) (h)	5,000	5,177
BankUnited, Inc., 4.88%, 11/17/25, Callable 8/17/25 @ 100	10,000	11,160
BBVA USA, 3.88%, 4/10/25, Callable 3/10/25 @ 100	20,000	21,223
Blackstone Holdings Finance Co. LLC, 2.50%, 1/10/30, Callable 10/10/29 @ 100 (a)	20,000	20,381
BOKF Merger Corp., 5.62%(LIBOR03M+317bps), 6/25/30, Callable 6/25/25 @ 100 (c)	8,000	8,300
BP Capital Markets America, Inc., 3.59%, 4/14/27, Callable 1/14/27 @ 100	15,000	16,245
Cadence BanCorp, 4.75%(LIBOR03M+303bps), 6/30/29, Callable 6/30/24 @ 100 (c)	5,833	5,951

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Security Description	Principal Amount	Value
Capital One Financial Corp.		
3.75%, 4/24/24, Callable 3/24/24 @ 100	\$ 10,000	\$ 10,681
3.75%, 3/9/27, Callable 2/9/27 @ 100	15,000	16,215
Chubb INA Holdings, Inc.		
3.35%, 5/15/24	5,000	5,326
3.35%, 5/3/26, Callable 2/3/26 @ 100	10,000	10,829
CIT Group, Inc.		
5.25%, 3/7/25, Callable 12/7/24 @ 100	10,000	11,045
4.13%(H15T5Y+237bps), 11/13/29, Callable 11/13/24 @ 100 (c)	15,000	14,992
Citigroup, Inc.		
4.40%, 6/10/25	20,000	22,086
4.45%, 9/29/27 (e)	5,000	5,622
3.67%(LIBOR03M+139bps), 7/24/28, Callable 7/24/27 @ 100 (c)	10,000	10,851
Citizens Financial Group, Inc.		
4.15%, 9/28/22 (a)	15,000	15,763
3.75%, 7/1/24	5,500	5,772
Credit Acceptance Corp., 6.63%, 3/15/26, Callable 3/15/22 @ 103.31 (a)	4,875	5,280
Cullen/Frost Bankers, Inc., 4.50%, 3/17/27, Callable 2/17/27 @ 100 (h)	3,500	3,820
Cullen/Frost Capital Trust II, 3.46%(LIBOR03M+155bps), 3/1/34, Callable 3/16/20 @ 100 (c)	10,000	9,454
DAE Funding LLC, 5.00%, 8/1/24, Callable 8/1/20 @ 103.75 (a)	3,000	3,138
Discover Bank, 4.68%(USSW5+173bps), 8/9/28, Callable 8/9/23 @ 100 (c)	10,000	10,593
Eagle Bancorp, Inc., 5.00%(LIBOR03M+385bps), 8/1/26, Callable 8/1/21 @ 100 (c)	10,000	10,086
Fifth Third Bank, 3.85%, 3/15/26, Callable 2/15/26 @ 100	10,000	10,901
First Maryland Capital I, 2.83%(LIBOR03M+100bps), 1/15/27, Callable 3/16/20 @ 100 (c)	3,500	3,370
FirstMerit Bank NA, 4.27%, 11/25/26	10,000	11,038
Flagstar Bancorp, Inc., 6.13%, 7/15/21, Callable 6/15/21 @ 100	10,000	10,365
Ford Motor Credit Co. LLC		
4.06%, 11/1/24, Callable 10/1/24 @ 100	10,000	10,317
4.54%, 8/1/26, Callable 6/1/26 @ 100	10,000	10,378
Fulton Financial Corp.		
3.60%, 3/16/22	3,250	3,320
4.50%, 11/15/24 (h)	10,000	10,824
GlaxoSmithKline Capital, Inc., 4.20%, 3/18/43	10,000	12,223
Glencore Funding LLC		
4.13%, 5/30/23 (a)	5,000	5,269
4.00%, 3/27/27, Callable 12/27/26 @ 100 (a)	15,000	15,871
4.88%, 3/12/29, Callable 12/12/28 @ 100 (a)	6,700	7,420
Global Atlantic Fin Co., 8.63%, 4/15/21 (a)	10,000	10,702
Global Atlantic Financial Co., 4.40%, 10/15/29, Callable 7/15/29 @ 100 (a)	17,143	17,525
Hilltop Holdings, Inc., 5.00%, 4/15/25, Callable 1/15/25 @ 100	5,000	5,127
Home BancShares, Inc., 5.62%(LIBOR03M+358bps), 4/15/27, Callable 4/15/22 @ 100 (c)	5,000	5,150
Huntington Bancshares, Inc., 4.35%, 2/4/23	10,000	10,624
Hyundai Capital America		
3.25%, 9/20/22 (a)	10,000	10,271
3.50%, 11/2/26, Callable 9/2/26 @ 100 (a)	20,000	20,861
ILFC E-Capital Trust I, 3.90%, 12/21/65, Callable 3/16/20 @ 100 (a) (j)	10,000	7,947
Intercontinental Exchange, Inc., 3.10%, 9/15/27, Callable 6/15/27 @ 100	15,000	16,046

See notes to financial statements.



(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
Jackson National Life Global Funding		
2.50%, 6/27/22 (a) . . . . .	\$ 10,000	\$ 10,175
3.25%, 1/30/24 (a) . . . . .	20,000	21,018
JPMorgan Chase & Co.		
2.95%, 10/1/26, Callable 7/1/26 @ 100 . . . . .	20,000	21,012
2.41%(LIBOR03M+50bps), 2/1/27, Callable 3/16/20 @ 100 (c) (h) . . . . .	4,000	3,819
4.25%, 10/1/27 . . . . .	5,000	5,656
KeyBank NA, 3.40%, 5/20/26, MTN . . . . .	20,000	21,406
LegacyTexas Financial Group, Inc., 5.50%(LIBOR03M+389bps), 12/1/25, Callable 12/1/20 @ 100 (c) . . . . .	5,000	4,926
Level 3 Financing, Inc., 3.88%, 11/15/29, Callable 8/15/29 @ 100 (a) . . . . .	20,000	20,742
Lincoln National Corp.		
4.20%, 3/15/22 . . . . .	10,000	10,474
4.26%(LIBOR03M+236bps), 5/17/66, Callable 2/28/20 @ 100 (c) . . . . .	15,000	13,549
Loews Corp., 3.75%, 4/1/26, Callable 1/1/26 @ 100 . . . . .	5,000	5,463
Main Street Capital Corp.		
4.50%, 12/1/22 . . . . .	4,500	4,753
5.20%, 5/1/24 . . . . .	7,800	8,437
Manufacturers & Traders Trust Co., 3.40%, 8/17/27 . . . . .	5,000	5,421
MassMutual Global Funding		
3.60%, 4/9/24 (a) . . . . .	10,000	10,718
2.75%, 6/22/24 (a) . . . . .	10,000	10,408
MB Financial Bank NA, 4.00%(LIBOR03M+187bps), 12/1/27, Callable 12/1/22 @ 100 (c) . . . . .	10,417	10,614
Mercury General Corp., 4.40%, 3/15/27, Callable 12/15/26 @ 100 . . . . .	15,000	16,184
MetLife, Inc., 4.13%, 8/13/42 . . . . .	10,000	11,785
MUFG Americas Holdings Corp., 3.00%, 2/10/25, Callable 1/10/25 @ 100 . . . . .	16,000	16,671
National Rural Utilities Cooperative Finance Corp., 4.75%(LIBOR03M+291bps), 4/30/43, Callable 4/30/23 @ 100 (c) . . . . .	9,500	9,896
Nationwide Mutual Insurance Co., 4.18%(LIBOR03M+229bps), 12/15/24, Callable 3/16/20 @ 100 (a) (c) . . . . .	29,505	29,467
New York Community Bancorp, Inc., 5.90%(LIBOR03M+278bps), 11/6/28, Callable 11/6/23 @ 100 (c) (h) . . . . .	10,000	10,524
Nuveen Finance LLC, 4.13%, 11/1/24 (a) . . . . .	5,000	5,491
Ohio National Financial Services, Inc., 6.63%, 5/1/31 (a) . . . . .	5,000	5,405
Old Republic International Corp., 3.88%, 8/26/26, Callable 7/26/26 @ 100 . . . . .	20,000	21,527
People's United Bank NA, 4.00%, 7/15/24, Callable 4/16/24 @ 100 . . . . .	1,000	1,047
Pine Street Trust I, 4.57%, 2/15/29, Callable 11/15/28 @ 100 (a) . . . . .	20,000	22,241
Pinnacle Financial Partners, Inc., 4.13%(LIBOR03M+278bps), 9/15/29, Callable 9/15/24 @ 100 (c) . . . . .	5,000	5,105
PNC Bank NA		
4.20%, 11/1/25, Callable 10/2/25 @ 100 . . . . .	7,000	7,807
2.70%, 10/22/29 . . . . .	10,000	10,281
PPL Capital Funding, Inc., 4.63%(LIBOR03M+267bps), 3/30/67, Callable 3/16/20 @ 100 (c) . . . . .	21,130	20,636
Primerica, Inc., 4.75%, 7/15/22 . . . . .	10,000	10,673
ProAssurance Corp., 5.30%, 11/15/23 . . . . .	9,864	10,755
Prudential Financial, Inc.		
5.62%(LIBOR03M+392bps), 6/15/43, Callable 6/15/23 @ 100 (c) . . . . .	10,000	10,811
4.35%, 2/25/50, Callable 8/25/49 @ 100 . . . . .	5,000	5,973

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
Regions Bank, 6.45%, 6/26/37	\$ 10,409	\$ 14,221
S&P Global, Inc., 4.00%, 6/15/25, Callable 3/15/25 @ 100	10,000	11,010
Santander Holdings USA, Inc., 4.40%, 7/13/27, Callable 4/14/27 @ 100	5,818	6,374
Signature Bank, 4.13%(LIBOR03M+256bps), 11/1/29, Callable 11/1/24 @ 100 (c)	10,000	10,180
StanCorp Financial Group, Inc., 5.00%, 8/15/22	17,050	18,030
Starwood Property Trust, Inc., 3.63%, 2/1/21, Callable 11/1/20 @ 100	5,450	5,456
Sterling Bancorp		
3.50%, 6/8/20, Callable 5/8/20 @ 100	8,000	7,965
4.00%(SOFR+253bps), 12/30/29, Callable 12/30/24 @ 100 (c)	8,750	8,867
Sterling National Bank, 5.25%(LIBOR03M+394bps), 4/1/26, Callable 4/1/21 @ 100 (c)	5,000	5,089
Susquehanna Bancshares, Inc., 5.38%, 8/15/22 (h)	6,021	6,500
Synchrony Financial		
3.95%, 12/1/27, Callable 9/1/27 @ 100	13,500	14,378
5.15%, 3/19/29, Callable 12/19/28 @ 100	9,250	10,686
Synovus Financial Corp., 5.90%(USSW5+338bps), 2/7/29, Callable 2/7/24 @ 100 (c)	10,000	10,713
TCF National Bank		
6.25%, 6/8/22	10,000	10,782
4.13%(LIBOR03M+238bps), 7/2/29, Callable 7/2/24 @ 100 (c)	4,000	3,963
Texas Capital Bank NA, 5.25%, 1/31/26	12,335	13,179
The Allstate Corp., 5.75%(LIBOR03M+294bps), 8/15/53, Callable 8/15/23 @ 100 (c)	5,000	5,425
The Hanover Insurance Group, Inc., 4.50%, 4/15/26, Callable 1/15/26 @ 100	13,086	14,544
The Hartford Financial Services Group, Inc., 4.03%(LIBOR03M+213bps), 2/12/67, Callable 3/16/20 @ 100 (a) (c)	14,000	13,475
The PNC Financial Services Group, Inc.		
2.85%, 11/9/22 (p)	10,000	10,279
3.15%, 5/19/27, Callable 4/19/27 @ 100	5,000	5,366
2.55%, 1/22/30, Callable 10/24/29 @ 100	15,000	15,318
TIAA FSB Holdings, Inc., 5.75%, 7/2/25, Callable 6/2/25 @ 100	10,000	10,854
Torchmark Corp., 4.55%, 9/15/28, Callable 6/15/28 @ 100	7,670	8,743
Towne Bank, 4.50%(LIBOR03M+255bps), 7/30/27, Callable 7/30/22 @ 100 (c)	11,062	10,986
United Financial Bancorp, Inc., 5.75%, 10/1/24	2,500	2,698
US Bancorp, 3.10%, 4/27/26, MTN, Callable 3/27/26 @ 100	5,000	5,299
USB Realty Corp., 2.98%(LIBOR03M+115bps), Callable 1/15/22 @ 100 (a) (c) (i)	16,800	15,036
WEA Finance LLC/Westfield UK & Europe Finance PLC, 3.75%, 9/17/24, Callable 6/17/24 @ 100 (a)	20,000	21,345
Webster Financial Corp., 4.38%, 2/15/24, Callable 1/16/24 @ 100	5,000	5,336
Wells Fargo & Co., 3.00%, 10/23/26	20,000	20,961
Zions Bancorp NA, 3.25%, 10/29/29, Callable 7/29/29 @ 100	25,000	25,308
		<u>1,414,225</u>
<b>Health Care (3.4%):</b>		
Abbvie, Inc.		
3.20%, 11/6/22, Callable 9/6/22 @ 100	5,000	5,161
3.60%, 5/14/25, Callable 2/14/25 @ 100	10,000	10,694
Abbvie, Inc., 3.20%, 11/21/29, Callable 8/21/29 @ 100 (a)	15,000	15,607
Anthem, Inc., 2.88%, 9/15/29, Callable 6/15/29 @ 100	9,677	9,789

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(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
<b>Baylor Scott &amp; White Holdings</b>		
3.10%, 11/15/25, Callable 8/15/25 @ 100 .....	\$ 7,000	\$ 7,397
2.65%, 11/15/26, Callable 8/15/26 @ 100 .....	20,000	20,274
Becton Dickinson & Co., 3.70%, 6/6/27, Callable 3/6/27 @ 100 .....	5,000	5,432
Bon Secours Charity Health System, Inc., 5.25%, 11/1/25 .....	3,000	3,214
Boston Medical Center Corp., 4.52%, 7/1/26 .....	4,250	4,711
Bristol-Myers Squibb Co., 3.90%, 2/20/28, Callable 11/20/27 @ 100 (a) .....	5,000	5,607
<b>Cigna Corp.</b>		
3.40%, 3/1/27, Callable 12/1/26 @ 100 (a) .....	15,000	15,841
3.05%, 10/15/27, Callable 7/15/27 @ 100 (a) .....	10,000	10,369
Community Health Network, Inc., 4.24%, 5/1/25 .....	10,000	10,628
<b>CVS Health Corp.</b>		
4.30%, 3/25/28, Callable 12/25/27 @ 100 .....	11,700	12,980
3.25%, 8/15/29, Callable 5/15/29 @ 100 .....	8,966	9,326
<b>CVS Pass-Through Trust</b>		
6.04%, 12/10/28 .....	5,618	6,350
7.51%, 1/10/32 (a) .....	3,591	4,522
5.93%, 1/10/34 (a) .....	3,867	4,535
Eastern Maine Healthcare Systems, 5.02%, 7/1/36 .....	17,000	17,720
Elanco Animal Health, Inc., 4.27%, 8/28/23, Callable 7/28/23 @ 100 .....	8,333	8,871
Gilead Sciences, Inc., 3.65%, 3/1/26, Callable 12/1/25 @ 100 .....	10,000	10,900
<b>HCA, Inc.</b>		
5.00%, 3/15/24 .....	5,000	5,534
5.25%, 4/15/25 .....	15,000	17,040
4.50%, 2/15/27, Callable 8/15/26 @ 100 .....	2,500	2,746
Medtronic, Inc., 4.38%, 3/15/35 .....	7,154	8,877
<b>Mercy Health</b>		
3.38%, 11/1/25 .....	15,000	15,794
4.30%, 7/1/28 .....	3,720	4,213
Mylan, Inc., 4.55%, 4/15/28, Callable 1/15/28 @ 100 .....	5,555	6,135
Northwell Healthcare, Inc., 3.39%, 11/1/27, Callable 8/1/27 @ 100 .....	3,900	4,115
NYU Langone Hospitals, 4.17%, 7/1/37 .....	6,500	7,065
Premier Health Partners, 2.91%, 11/15/26, Callable 5/15/26 @ 100 .....	10,000	10,006
SSM Health Care Corp., 3.82%, 6/1/27, Callable 3/1/27 @ 100 (h) .....	8,500	9,395
Teleflex, Inc., 4.88%, 6/1/26, Callable 6/1/21 @ 102.44 .....	2,000	2,095
UnitedHealth Group, Inc., 3.10%, 3/15/26 .....	5,000	5,344
		<u>298,287</u>
<b>Industrials (5.0%):</b>		
Air Lease Corp., 3.63%, 4/1/27, Callable 1/1/27 @ 100 .....	10,000	10,579
<b>American Airlines Pass Through Trust</b>		
3.70%, 4/1/28 .....	7,265	7,783
4.00%, 3/22/29 .....	8,342	8,998
4.00%, 8/15/30 (h) .....	4,381	4,761
3.60%, 4/15/31 .....	9,188	9,586
Arconic, Inc., 5.13%, 10/1/24, Callable 7/1/24 @ 100 .....	17,750	19,149
Ashtead Capital, Inc., 4.25%, 11/1/29, Callable 11/1/24 @ 102.13 (a) .....	1,786	1,855
Brambles USA, Inc., 4.13%, 10/23/25, Callable 7/25/25 @ 100 (a) .....	5,500	5,986

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(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
British Airways Pass Through Trust		
4.63%, 12/20/25 (a) . . . . .	\$ 14,361	\$ 15,269
3.35%, 12/15/30 (a) . . . . .	7,000	7,276
3.80%, 3/20/33 (a) . . . . .	3,854	4,142
Burlington Northern Santa Fe LLC		
3.75%, 4/1/24, Callable 1/1/24 @ 100 . . . . .	8,000	8,614
3.65%, 9/1/25, Callable 6/1/25 @ 100 . . . . .	10,000	10,948
3.90%, 8/1/46, Callable 2/1/46 @ 100 . . . . .	7,000	8,041
Continental Airlines Pass Through Trust		
5.50%, 4/29/22 . . . . .	1,365	1,390
4.15%, 10/11/25 . . . . .	6,801	7,233
4.00%, 4/29/26 . . . . .	3,497	3,733
Delta Air Lines Pass Through Trust, 3.88%, 1/30/29 . . . . .	7,244	7,840
Eaton Corp.		
2.75%, 11/2/22 . . . . .	10,000	10,271
3.10%, 9/15/27, Callable 6/15/27 @ 100 (h) . . . . .	10,000	10,642
FedEx Corp., 3.90%, 2/1/35 . . . . .	10,000	10,565
General Electric Co., 5.00%(LIBOR03M+333bps), Callable 1/21/21 @ 100 (c) (f) . . .	11,842	11,767
Hawaiian Airlines Pass Through Certificates		
4.95%, 7/15/23 . . . . .	12,961	13,190
3.90%, 7/15/27 . . . . .	11,860	12,014
Hillenbrand, Inc.		
5.50%, 7/15/20 . . . . .	5,000	5,062
4.50%, 9/15/26, Callable 7/15/26 @ 100 . . . . .	15,000	16,119
Hubbell, Inc.		
3.35%, 3/1/26, Callable 12/1/25 @ 100 . . . . .	10,000	10,405
3.50%, 2/15/28, Callable 11/15/27 @ 100 . . . . .	5,000	5,330
Ingersoll-Rand Co., 9.00%, 8/15/21 . . . . .	1,500	1,648
JetBlue Pass Through Trust, 2.95%, 11/15/29 . . . . .	9,756	9,939
Kansas City Southern, 3.13%, 6/1/26, Callable 3/1/26 @ 100 . . . . .	7,000	7,332
Kennametal, Inc., 4.63%, 6/15/28, Callable 3/15/28 @ 100 . . . . .	8,295	9,056
Molex Electronic Technologies LLC, 3.90%, 4/15/25, Callable 1/15/25 @ 100 (a) . . .	10,000	10,528
Penske Truck Leasing Co. LP/PTL Finance Corp., 3.95%, 3/10/25, Callable 1/10/25 @ 100 (a) . . . . .	5,000	5,392
Raytheon Co., 4.20%, 12/15/44, Callable 6/15/44 @ 100 . . . . .	10,000	12,241
Snap-on, Inc., 3.25%, 3/1/27, Callable 12/1/26 @ 100 . . . . .	10,000	10,666
Spirit Airlines Pass Through Trust		
4.45%, 10/1/25 . . . . .	2,677	2,786
4.10%, 10/1/29 . . . . .	11,477	12,210
3.38%, 8/15/31 . . . . .	9,244	9,637
The Conservation Fund A Nonprofit Corp., 3.47%, 12/15/29, Callable 9/15/29 @ 100 . . . . .	2,900	2,985
Totem Ocean Trailer Express, Inc., Title XI (NBGA-United States Government), 6.37%, 4/15/28 . . . . .	7,363	8,485
TTX Co.		
4.15%, 1/15/24 (a) . . . . .	5,000	5,366
3.60%, 1/15/25 (a) . . . . .	10,000	10,664
Union Pacific Corp.		
3.38%, 2/1/35, Callable 8/1/34 @ 100 . . . . .	10,000	10,852
4.25%, 4/15/43, Callable 10/15/42 @ 100 . . . . .	10,000	11,634
4.30%, 3/1/49, Callable 9/1/48 @ 100 . . . . .	12,000	14,329

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(Unaudited)

Security Description	Principal Amount	Value
United Airlines Pass Through Trust		
3.70%, 6/1/24	\$ 7,000	\$ 7,239
4.30%, 2/15/27	3,763	4,084
3.75%, 3/3/28	15,472	16,434
US Airways Pass Through Trust		
6.25%, 10/22/24 (h)	2,256	2,460
3.95%, 5/15/27	6,524	6,954
Wabtec Corp., 3.45%, 11/15/26, Callable 8/15/26 @ 100	14,050	14,527
		<u>455,996</u>
<b>Information Technology (1.7%):</b>		
Analog Devices, Inc., 4.50%, 12/5/36, Callable 6/5/36 @ 100	5,000	5,572
Applied Materials, Inc.		
3.30%, 4/1/27, Callable 1/1/27 @ 100	10,000	10,807
5.10%, 10/1/35, Callable 4/1/35 @ 100	10,000	13,109
Broadcom, Inc., 3.63%, 10/15/24, Callable 9/15/24 @ 100 (a)	5,000	5,265
CommScope, Inc., 6.00%, 3/1/26, Callable 3/1/22 @ 103 (a)	2,500	2,624
Dell International LLC/EMC Corp., 4.90%, 10/1/26, Callable 8/1/26 @ 100 (a)	5,000	5,569
Keysight Technologies, Inc.		
4.60%, 4/6/27, Callable 1/6/27 @ 100	2,604	2,952
3.00%, 10/30/29, Callable 7/30/29 @ 100	5,263	5,427
Micron Technology, Inc., 4.66%, 2/15/30, Callable 11/15/29 @ 100	10,000	11,272
Microsoft Corp.		
3.30%, 2/6/27, Callable 11/6/26 @ 100	10,000	10,947
4.20%, 11/3/35, Callable 5/3/35 @ 100	20,000	24,557
3.45%, 8/8/36, Callable 2/8/36 @ 100	10,000	11,333
Motorola Solutions, Inc., 4.60%, 2/23/28, Callable 11/23/27 @ 100	10,000	11,111
Qualcomm, Inc.		
3.25%, 5/20/27, Callable 2/20/27 @ 100	7,000	7,521
4.65%, 5/20/35, Callable 11/20/34 @ 100	10,000	12,347
Total System Services, Inc., 4.80%, 4/1/26, Callable 1/1/26 @ 100	5,000	5,663
Trimble, Inc., 4.15%, 6/15/23, Callable 5/15/23 @ 100	3,000	3,191
VeriSign, Inc., 5.25%, 4/1/25, Callable 1/1/25 @ 100	4,250	4,684
		<u>153,951</u>
<b>Materials (1.7%):</b>		
Allegheny Ludlum LLC, 6.95%, 12/15/25	5,000	5,332
Ball Corp., 5.25%, 7/1/25	5,000	5,604
CF Industries, Inc., 4.50%, 12/1/26 (a)	10,000	11,045
Crown Americas LLC/Crown Americas Capital Corp., 4.25%, 9/30/26, Callable 3/31/26 @ 100	5,000	5,211
Eagle Materials, Inc., 4.50%, 8/1/26, Callable 8/1/21 @ 102.25	3,000	3,127
Freeport-McMoRan, Inc., 5.45%, 3/15/43, Callable 9/15/42 @ 100	10,000	10,190
Graphic Packaging International LLC, 4.13%, 8/15/24, Callable 5/15/24 @ 100	2,000	2,096
Huntsman International LLC, 4.50%, 5/1/29, Callable 2/1/29 @ 100	2,700	2,938
International Paper Co.		
3.80%, 1/15/26, Callable 10/15/25 @ 100	5,000	5,445
3.00%, 2/15/27, Callable 11/15/26 @ 100 (h)	7,500	7,899
LafargeHolcim Finance US LLC, 3.50%, 9/22/26, Callable 6/22/26 @ 100 (a)	1,435	1,501

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(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
<b>Monsanto Co.</b>		
3.38%, 7/15/24, Callable 4/15/24 @ 100 (h) . . . . .	\$ 5,000	\$ 5,144
3.95%, 4/15/45, Callable 10/15/44 @ 100 . . . . .	5,000	4,552
<b>Reynolds Group Issuer, Inc.</b>		
5.13%, 7/15/23, Callable 3/16/20 @ 102.56 (a) . . . . .	2,500	2,550
7.00%, 7/15/24, Callable 3/16/20 @ 103.5 (a) . . . . .	5,000	5,148
<b>Sasol Financing USA LLC, 5.88%, 3/27/24, Callable 2/27/24 @ 100 . . . . .</b>		
Sasol Air Corp., 6.88%, 7/15/33 (a) . . . . .	9,000	10,695
The Dow Chemical Co., 4.25%, 10/1/34, Callable 4/1/34 @ 100 . . . . .	20,000	22,587
The Mosaic Co., 4.05%, 11/15/27, Callable 8/15/27 @ 100 (h) . . . . .	5,000	5,338
The Sherwin-Williams Co., 3.45%, 6/1/27, Callable 3/1/27 @ 100 . . . . .	2,900	3,118
Westlake Chemical Corp., 3.60%, 8/15/26, Callable 5/15/26 @ 100 . . . . .	10,000	10,579
Worthington Industries, Inc., 4.30%, 8/1/32, Callable 5/1/32 @ 100 . . . . .	8,890	9,545
		<u>148,222</u>
<b>Real Estate (2.0%):</b>		
Alexandria Real Estate Equities, Inc., 4.50%, 7/30/29, Callable 4/30/29 @ 100 . . . . .	5,000	5,801
<b>AvalonBay Communities, Inc.</b>		
3.45%, 6/1/25, Callable 3/3/25 @ 100 . . . . .	5,000	5,381
3.20%, 1/15/28, Callable 10/15/27 @ 100, MTN . . . . .	2,679	2,864
Boston Properties LP, 3.85%, 2/1/23, Callable 11/1/22 @ 100 . . . . .	10,000	10,559
<b>Columbia Property Trust Operating Partnership, 3.65%, 8/15/26,</b>		
Callable 5/15/26 @ 100 . . . . .	7,500	7,862
EPR Properties, 4.75%, 12/15/26, Callable 9/15/26 @ 100 . . . . .	10,000	11,113
ERP Operating LP, 2.85%, 11/1/26, Callable 8/1/26 @ 100 . . . . .	9,000	9,420
<b>Federal Realty Investment Trust</b>		
3.00%, 8/1/22, Callable 5/1/22 @ 100 . . . . .	7,000	7,168
2.75%, 6/1/23, Callable 3/1/23 @ 100 . . . . .	10,000	10,236
3.25%, 7/15/27, Callable 4/15/27 @ 100 . . . . .	1,852	1,971
Hospitality Properties Trust, 4.95%, 2/15/27, Callable 8/15/26 @ 100 . . . . .	5,000	5,312
<b>Hudson Pacific Properties LP</b>		
3.95%, 11/1/27 . . . . .	5,000	5,394
4.65%, 4/1/29, Callable 1/1/29 @ 100 . . . . .	1,979	2,246
<b>MPT Operating Partnership LP/MPT Finance Corp.</b>		
5.25%, 8/1/26, Callable 8/1/21 @ 102.63 . . . . .	4,901	5,149
4.63%, 8/1/29, Callable 8/1/24 @ 102.31 . . . . .	1,000	1,046
Physicians Realty LP, 4.30%, 3/15/27, Callable 12/15/26 @ 100 . . . . .	7,500	8,191
<b>Realty Income Corp.</b>		
4.13%, 10/15/26, Callable 7/15/26 @ 100 . . . . .	5,000	5,612
3.00%, 1/15/27, Callable 10/15/26 @ 100 . . . . .	6,000	6,290
Sabra Health Care LP, 5.13%, 8/15/26, Callable 5/15/26 @ 100 . . . . .	4,000	4,372
SBA Tower Trust, 3.45%, 3/15/48 (a) . . . . .	30,000	31,180
Spirit Realty LP, 4.45%, 9/15/26, Callable 6/15/26 @ 100 . . . . .	7,500	8,297
STORE Capital Corp., 4.63%, 3/15/29, Callable 12/15/28 @ 100 . . . . .	5,000	5,701
<b>Washington Real Estate Investment Trust, 3.95%, 10/15/22,</b>		
Callable 7/15/22 @ 100 . . . . .	14,000	14,549
		<u>175,714</u>
<b>Utilities (5.8%):</b>		
<b>AES Corp.</b>		
4.88%, 5/15/23, Callable 3/16/20 @ 101.63 . . . . .	4,298	4,351
5.50%, 4/15/25, Callable 4/15/20 @ 102.75 . . . . .	10,000	10,327

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
American Water Capital Corp., 2.95%, 9/1/27, Callable 6/1/27 @ 100	\$ 10,000	\$ 10,437
Aqua America, Inc., 4.28%, 5/1/49, Callable 11/1/48 @ 100	10,000	11,766
Aquarion Co., 4.00%, 8/15/24, Callable 5/15/24 @ 100 (a)	15,000	15,968
Atlantic City Electric Co., 3.38%, 9/1/24, Callable 6/1/24 @ 100	5,000	5,277
Atmos Energy Corp., 4.13%, 10/15/44, Callable 4/15/44 @ 100	10,000	11,780
Berkshire Hathaway Energy Co., 4.50%, 2/1/45, Callable 8/1/44 @ 100	15,000	18,248
Black Hills Corp., 3.88%, 10/15/49, Callable 4/15/49 @ 100	20,000	21,163
Cleco Corporate Holdings LLC		
3.74%, 5/1/26, Callable 2/1/26 @ 100	15,000	15,756
3.38%, 9/15/29, Callable 6/11/29 @ 100 (a)	7,333	7,494
Consumers Energy Co., 3.95%, 7/15/47, Callable 1/15/47 @ 100	10,000	11,939
Delmarva Power & Light Co., 4.15%, 5/15/45, Callable 11/15/44 @ 100	5,000	5,890
Dominion Energy South Carolina, Inc.		
5.30%, 5/15/33	5,000	6,508
4.10%, 6/15/46, Callable 12/15/45 @ 100	5,000	5,565
Duke Energy Carolinas LLC, 3.88%, 3/15/46, Callable 9/15/45 @ 100	7,000	8,096
Duke Energy Indiana LLC, 3.75%, 5/15/46, Callable 11/15/45 @ 100	10,000	11,298
Duke Energy Progress LLC, 4.15%, 12/1/44, Callable 6/1/44 @ 100	10,000	11,844
Duquesne Light Holdings, Inc., 5.90%, 12/1/21 (a)	3,500	3,723
Edison International, 5.75%, 6/15/27, Callable 4/15/27 @ 100	2,500	2,885
Emera US Finance LP, 3.55%, 6/15/26, Callable 3/15/26 @ 100	6,000	6,401
Entergy Arkansas LLC, 3.05%, 6/1/23, Callable 3/1/23 @ 100	4,000	4,136
Entergy Louisiana LLC, 4.95%, 1/15/45, Callable 1/15/25 @ 100	7,000	7,655
Entergy Mississippi LLC, 3.25%, 12/1/27, Callable 9/1/27 @ 100	5,000	5,341
Entergy Texas, Inc.		
2.55%, 6/1/21, Callable 5/1/21 @ 100	10,000	10,039
3.45%, 12/1/27, Callable 9/1/27 @ 100 (h)	15,000	15,774
3.55%, 9/30/49, Callable 3/30/49 @ 100	5,000	5,459
Florida Power & Light Co., 3.15%, 10/1/49, Callable 4/1/49 @ 100	5,000	5,327
Georgia Power Co., 3.25%, 4/1/26, Callable 1/1/26 @ 100	5,000	5,294
Gulf Power Co., 3.30%, 5/30/27, Callable 2/28/27 @ 100	10,000	10,678
ITC Holdings Corp., 3.35%, 11/15/27, Callable 8/15/27 @ 100	7,500	8,000
MidAmerican Energy Co., 3.15%, 4/15/50, Callable 10/15/49 @ 100	7,000	7,336
Mississippi Power Co., 4.25%, 3/15/42	3,168	3,546
Monongahela Power Co.		
4.10%, 4/15/24, Callable 1/15/24 @ 100 (a)	10,000	10,799
5.40%, 12/15/43, Callable 6/15/43 @ 100 (a)	10,000	13,533
National Fuel Gas Co.		
4.90%, 12/1/21, Callable 9/1/21 @ 100	10,000	10,445
5.20%, 7/15/25, Callable 4/15/25 @ 100	10,000	11,117
3.95%, 9/15/27, Callable 6/15/27 @ 100	10,000	10,285
Northern States Power Co.		
4.00%, 8/15/45, Callable 2/15/45 @ 100	15,000	17,878
3.60%, 5/15/46, Callable 11/15/45 @ 100	20,000	22,691
Oncor Electric Delivery Co. LLC, 3.75%, 4/1/45, Callable 10/1/44 @ 100	5,000	5,700
Pacific Gas & Electric Co., 2.95%, 3/1/26, Callable 12/1/25 @ 100 (k)	15,000	15,370
PECO Energy Co., 3.00%, 9/15/49, Callable 3/15/49 @ 100	7,000	7,111
Pedernales Electric Cooperative, Inc., 5.95%, 11/15/22 (a)	2,733	2,991
Potomac Electric Power Co., 4.15%, 3/15/43, Callable 9/15/42 @ 100	5,000	5,871
Public Service Electric & Gas Co., 3.80%, 3/1/46, MTN, Callable 9/1/45 @ 100	10,000	11,621

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
<b>Southern California Edison Co.</b>		
6.25%(LIBOR03M+420bps), Callable 2/1/22 @ 100 (c) (i) . . . . .	\$ 10,000	\$ 10,340
4.00%, 4/1/47, Callable 10/1/46 @ 100 . . . . .	15,000	16,617
Southern Co. Gas Capital Corp., 3.25%, 6/15/26, Callable 3/15/26 @ 100 . . . . .	7,000	7,442
Spire, Inc., 3.54%, 2/27/24, Callable 12/27/23 @ 100 . . . . .	11,880	12,344
System Energy Resources, Inc., 4.10%, 4/1/23, Callable 1/1/23 @ 100 . . . . .	5,000	5,296
<b>Tri-State Generation &amp; Transmission Association, Inc.</b>		
4.70%, 11/1/44, Callable 5/1/44 @ 100 . . . . .	10,000	11,981
4.25%, 6/1/46, Callable 12/1/45 @ 100 . . . . .	10,000	11,328
WEC Energy Group, Inc., 4.02%(LIBOR03M+211bps), 5/15/67, Callable 3/16/20 @ 100 (c) . . . . .	15,000	14,130
		<u>530,191</u>
<b>Total Corporate Bonds (Cost \$3,921,970)</b>		<b>4,214,887</b>
<b>Foreign Bonds (0.3%)</b>		
<b>Sovereign Bond (0.3%):</b>		
Province of Alberta Canada, 2.55%, 12/15/22 . . . . .	15,000	11,623
Province of Ontario Canada, 2.85%, 6/2/23 . . . . .	20,000	15,698
		<u>27,321</u>
<b>Total Foreign Bonds (Cost \$34,588)</b>		<b>27,321</b>
<b>Yankee Dollar (16.8%)</b>		
<b>Communication Services (0.9%):</b>		
British Telecommunications PLC, 3.25%, 11/8/29, Callable 8/8/29 @ 100 (a) . . . . .	14,000	14,322
<b>Deutsche Telekom International Finance BV</b>		
3.60%, 1/19/27, Callable 10/19/26 @ 100 (a) . . . . .	15,000	16,138
4.75%, 6/21/38, Callable 12/21/37 @ 100 (a) . . . . .	5,000	5,952
Pearson Funding Four PLC, 3.75%, 5/8/22 (a) . . . . .	10,000	10,133
Telecom Italia Capital, 6.38%, 11/15/33 . . . . .	10,000	11,670
Tencent Holdings Ltd., 3.93%, 1/19/38, Callable 7/19/37 @ 100 (a) . . . . .	5,000	5,623
<b>Vodafone Group PLC</b>		
5.00%, 5/30/38 . . . . .	6,667	7,998
4.25%, 9/17/50 . . . . .	10,000	10,934
		<u>82,770</u>
<b>Consumer Discretionary (0.0% (g)):</b>		
International Game Technology PLC, 6.50%, 2/15/25, Callable 8/15/24 @ 100 (a) . . . . .	3,000	3,380
<b>Consumer Staples (1.0%):</b>		
Alimentation Couche-Tard, Inc., 2.95%, 1/25/30, Callable 10/25/29 @ 100 (a) . . . . .	7,333	7,444
Avon International Capital PLC, 6.50%, 8/15/22, Callable 3/16/20 @ 103.94 (a) . . . . .	8,928	9,254
Bacardi Ltd., 4.70%, 5/15/28, Callable 2/15/28 @ 100 (a) . . . . .	10,000	11,235
Becle SAB de CV, 3.75%, 5/13/25 (a) . . . . .	7,500	7,796
<b>Hutchison Whampoa International Ltd.</b>		
4.63%, 1/13/22 (a) . . . . .	5,000	5,238
3.63%, 10/31/24 (a) . . . . .	10,000	10,666
<b>Imperial Brands Finance PLC</b>		
4.25%, 7/21/25, Callable 4/21/25 @ 100 (a) . . . . .	20,000	21,530
3.88%, 7/26/29, Callable 4/26/29 @ 100 (a) . . . . .	10,000	10,437
		<u>83,600</u>

See notes to financial statements.



(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
<b>Energy (1.0%):</b>		
Aker BP ASA, 5.88%, 3/31/25, Callable 3/31/21 @ 102.94 (a) . . . . .	\$ 4,500	\$ 4,726
APT Pipelines Ltd., 4.25%, 7/15/27, Callable 4/15/27 @ 100 (a) . . . . .	6,000	6,604
Eni SpA		
4.75%, 9/12/28 (a) . . . . .	11,000	12,747
4.25%, 5/9/29, Callable 2/9/29 @ 100 (a) . . . . .	4,000	4,510
Noble Holding International Ltd., 4.90%, 8/1/20 (h) (l) . . . . .	10,000	9,721
Petrobras Global Finance BV, 5.75%, 2/1/29 . . . . .	7,407	8,554
Petroleos Mexicanos, 5.95%, 1/28/31, Callable 10/28/30 @ 100 (a) . . . . .	6,667	6,769
Petroleos Mexicanos		
5.38%, 3/13/22 . . . . .	6,000	6,359
6.84%, 1/23/30, Callable 10/23/29 @ 100 (a) . . . . .	6,000	6,510
Saudi Arabian Oil Co., 4.25%, 4/16/39 (a) . . . . .	15,000	16,590
Transocean, Inc., 8.38%, 12/15/21 (h) . . . . .	2,250	2,324
		85,414
<b>Financials (8.7%):</b>		
ABN AMRO Bank NV		
4.75%, 7/28/25 (a) . . . . .	15,000	16,615
4.80%, 4/18/26 (a) . . . . .	10,000	11,171
Amcor Finance USA, Inc., 3.63%, 4/28/26, Callable 1/28/26 @ 100 (a) . . . . .	4,750	5,021
Athene Holding Ltd., 4.13%, 1/12/28, Callable 10/12/27 @ 100 . . . . .	8,000	8,509
Australia & New Zealand Banking Group Ltd., 4.40%, 5/19/26 (a) . . . . .	10,000	11,015
Banco Santander Mexico SA, 5.95%(H15T5Y+300bps), 10/1/28, Callable 10/1/23 @ 100 (a) (c) . . . . .	1,000	1,084
Bank of Montreal, 3.80%(USSW5+143bps), 12/15/32, Callable 12/15/27 @ 100 (c) . . . . .	7,500	8,038
Banque Federative du Credit Mutuel SA, 2.70%, 7/20/22 (a) . . . . .	5,000	5,102
Barclays PLC		
4.84%, 5/9/28, Callable 5/7/27 @ 100 . . . . .	12,300	13,691
5.09%(LIBOR03M+305bps), 6/20/30, Callable 6/20/29 @ 100 (c) . . . . .	10,000	11,466
BAT International Finance PLC, 3.95%, 6/15/25 (a) . . . . .	20,000	21,466
BBVA Bancomer SA, 4.38%, 4/10/24 (a) . . . . .	10,000	10,797
BNP Paribas SA		
7.20%(LIBOR03M+129bps), Callable 6/25/37 @ 100 (a) (c) (h) (i) . . . . .	5,000	5,652
4.70%(LIBOR03M+224bps), 1/10/25, Callable 1/10/24 @ 100 (a) (c) . . . . .	10,000	10,956
4.38%, 9/28/25 (a) . . . . .	5,000	5,468
4.38%, 5/12/26 (a) . . . . .	10,000	10,933
4.63%, 3/13/27 (a) . . . . .	4,000	4,461
BP Capital Markets PLC		
3.28%, 9/19/27, Callable 6/19/27 @ 100 . . . . .	5,000	5,323
3.72%, 11/28/28, Callable 8/28/28 @ 100 . . . . .	10,000	11,039
BPCE SA		
3.00%, 5/22/22 (a) . . . . .	9,200	9,420
4.00%, 9/12/23 (a) . . . . .	5,000	5,343
3.50%, 10/23/27 (a) . . . . .	9,524	10,145
3.25%, 1/11/28 (a) . . . . .	10,000	10,616
Brookfield Finance, Inc., 4.85%, 3/29/29, Callable 12/29/28 @ 100 . . . . .	10,000	11,884
Canadian Imperial Bank of Commerce, 7.26%, 4/10/32 (a) . . . . .	3,047	3,735
Commonwealth Bank of Australia, 3.25%, 7/20/23 (a) (h) . . . . .	10,000	10,548

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
Co-operative Rabobank UA		
3.88%, 2/8/22	\$ 10,000	\$ 10,433
3.95%, 11/9/22	16,903	17,758
4.00%(USSW5+189bps), 4/10/29, Callable 4/10/24 @ 100, MTN (c)	8,000	8,454
Credit Agricole SA		
3.25%, 10/4/24 (a)	14,286	15,005
4.13%, 1/10/27 (a)	15,000	16,472
Credit Suisse Group AG		
3.57%, 1/9/23, Callable 1/9/22 @ 100 (a)	11,400	11,731
3.87%(LIBOR03M+141bps), 1/12/29, Callable 1/12/28 @ 100 (a) (c)	4,445	4,841
Credit Suisse Group Funding Guernsey Ltd., 4.55%, 4/17/26	10,000	11,274
Danske Bank A/S		
5.38%, 1/12/24 (a)	5,000	5,565
3.24%(LIBOR03M+159bps), 12/20/25, Callable 12/20/24 @ 100 (a) (c)	3,500	3,612
Deutsche Bank AG		
5.00%, 2/14/22	10,000	10,473
4.87%(USISDA05+255bps), 12/1/32, Callable 12/1/27 @ 100 (c)	10,000	9,971
Enel Finance International NV		
4.63%, 9/14/25 (a)	5,000	5,553
3.63%, 5/25/27 (a)	5,000	5,324
HSBC Bank PLC, 2.19%(LIBOR06M+25bps), Callable 6/30/20 @ 100 (c) (i)	15,000	12,344
HSBC Holdings PLC		
3.90%, 5/25/26	10,000	10,863
4.38%, 11/23/26	5,000	5,517
ING Groep NV, 3.95%, 3/29/27	14,100	15,582
Intesa Sanpaolo SpA, 3.25%, 9/23/24 (a) (h)	5,000	5,117
Lloyds Banking Group PLC		
3.75%, 1/11/27	25,000	26,829
3.57%(LIBOR03M+121bps), 11/7/28, Callable 11/7/27 @ 100 (c)	5,000	5,324
Mizuho Financial Group, Inc., 3.17%, 9/11/27	20,000	21,095
National Australia Bank Ltd., 3.00%, 1/20/23	5,000	5,185
Nationwide Building Society		
4.00%, 9/14/26 (a)	20,000	21,404
4.12%(USISDA05+185bps), 10/18/32, Callable 10/18/27 @ 100 (a) (c)	12,000	12,754
Nordea Bank Abp, 4.88%, 5/13/21 (a)	11,000	11,392
ORIX Corp., 3.70%, 7/18/27	10,000	10,874
QBE Capital Funding III Ltd., 7.25%(USSW10+405bps), 5/24/41, Callable 5/24/21 @ 100 (a) (c)	20,000	21,125
Royal Bank of Canada, 4.65%, 1/27/26 (h)	20,000	22,756
Royal Bank of Scotland Group PLC		
6.13%, 12/15/22	10,000	10,960
6.10%, 6/10/23	5,000	5,554
3.88%, 9/12/23	7,000	7,399
4.27%(LIBOR03M+176bps), 3/22/25, Callable 3/22/24 @ 100 (c)	4,000	4,298
4.80%, 4/5/26	5,000	5,646
3.75%(H15T5Y+210bps), 11/1/29, Callable 11/1/24 @ 100 (c)	3,000	3,113
5.08%(LIBOR03M+191bps), 1/27/30, Callable 1/27/29 @ 100 (c)	10,000	11,762
Santander UK Group Holdings PLC, 3.57%, 1/10/23, Callable 1/10/22 @ 100	5,000	5,139
Santander UK PLC		
5.00%, 11/7/23 (a)	20,000	21,810
4.00%, 3/13/24	5,000	5,393

See notes to financial statements.

**USAA Income Fund**

January 31, 2020

*(Amounts in Thousands, Except for Shares)**(Unaudited)*

Security Description	Principal Amount	Value
Shell International Finance BV, 3.63%, 8/21/42 .....	\$ 10,000	\$ 11,071
Siemens Financieringsmaatschappij NV		
3.25%, 5/27/25 (a) .....	20,000	21,345
3.40%, 3/16/27 (a) .....	10,000	10,813
Standard Chartered PLC, 4.87%(LIBOR03M+197bps), 3/15/33,		
Callable 3/15/28 @ 100 (a) (c) .....	7,500	8,325
Suncorp-Metway Ltd., 2.80%, 5/4/22 (a) .....	7,500	7,635
Swedbank AB, 2.65%, 3/10/21 (a) .....	7,500	7,569
The Bank of Nova Scotia, 4.50%, 12/16/25 .....	10,000	11,189
The Toronto-Dominion Bank, 3.62%(US\$W5+221bps), 9/15/31,		
Callable 9/15/26 @ 100 (c) .....	10,000	10,704
Washington Aircraft 1 Co. DAC(NBGA-United States Government), 2.64%, 9/15/26	4,024	4,269
Westpac Banking Corp., 4.32%(USISDA05+224bps), 11/23/31,		
Callable 11/23/26 @ 100 (c) .....	10,000	10,893
XLIT Ltd., 4.45%, 3/31/25 .....	5,000	5,533
		<u>774,545</u>
<b>Health Care (0.6%):</b>		
Allergan Funding SCS, 3.80%, 3/15/25, Callable 12/15/24 @ 100 .....	15,000	16,086
Covidien International Finance SA, 2.95%, 6/15/23, Callable 3/15/23 @ 100 .....	10,000	10,363
Mylan NV, 3.95%, 6/15/26, Callable 3/15/26 @ 100 .....	5,000	5,332
Takeda Pharmaceutical Co. Ltd., 5.00%, 11/26/28, Callable 8/26/28 @ 100 .....	5,000	5,965
Teva Pharmaceutical Finance Netherlands BV, 3.15%, 10/1/26 .....	15,000	12,857
		<u>50,603</u>
<b>Industrials (1.8%):</b>		
Air Canada Pass Through Trust		
5.38%, 11/15/22 (a) .....	3,195	3,289
4.13%, 11/15/26 (a) .....	18,213	19,577
3.60%, 9/15/28 (a) .....	8,155	8,672
3.75%, 6/15/29 (a) .....	4,987	5,369
Avolon Holdings Funding Ltd., 4.38%, 5/1/26, Callable 3/1/26 @ 100 (a) .....	6,460	6,984
Bombardier, Inc., 7.50%, 3/15/25, Callable 3/16/20 @ 103.75 (a) .....	10,000	9,669
Canadian National Railway Co., 2.75%, 3/1/26, Callable 12/1/25 @ 100 .....	12,000	12,574
CK Hutchison International Ltd., 3.50%, 4/5/27 (a) .....	10,000	10,683
CK Hutchison International Ltd.		
2.75%, 10/3/26 (a) .....	7,500	7,679
3.25%, 9/29/27 (a) .....	10,000	10,518
CNH Industrial NV, 3.85%, 11/15/27, MTN, Callable 8/15/27 @ 100 .....	5,000	5,306
Heathrow Funding Ltd., 4.88%, 7/15/21 (a) .....	10,000	10,374
Latam Airlines Pass Through Trust, 4.20%, 8/15/29 .....	11,256	11,610
Rolls-Royce PLC, 3.63%, 10/14/25, Callable 7/14/25 @ 100 (a) .....	5,000	5,281
Smiths Group PLC, 3.63%, 10/12/22 (a) .....	12,250	12,590
Sydney Airport Finance Co. Pty Ltd., 3.63%, 4/28/26, Callable 1/28/26 @ 100 (a) ..	10,000	10,656
Turkish Airlines Pass Through Trust, 4.20%, 9/15/28 (a) .....	7,186	6,768
		<u>157,599</u>
<b>Information Technology (0.1%):</b>		
Tyco Electronics Group SA, 3.13%, 8/15/27, Callable 5/15/27 @ 100 .....	4,800	5,047
<b>Materials (1.8%):</b>		
Air Liquide Finance SA, 3.50%, 9/27/46, Callable 3/27/46 @ 100 (a) .....	10,000	11,038

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
Anglo American Capital PLC		
4.88%, 5/14/25 (a) . . . . .	\$ 5,000	\$ 5,583
4.00%, 9/11/27 (a) . . . . .	6,667	7,117
Arcelormittal, 6.25%, 2/25/22 . . . . .	10,000	10,782
ArcelorMittal, 7.00%, 10/15/39 . . . . .	8,000	10,114
Boral Finance Pty Ltd., 3.75%, 5/1/28, Callable 2/1/28 @ 100 (a) . . . . .	3,462	3,576
Braskem Netherlands Finance BV, 4.50%, 1/31/30 (a) . . . . .	25,000	25,192
CCL Industries, Inc., 3.25%, 10/1/26, Callable 7/1/26 @ 100 (a) . . . . .	7,500	7,608
Cemex SAB de CV, 7.75%, 4/16/26, Callable 4/16/21 @ 103.88 (a) . . . . .	9,250	10,083
Fresnillo PLC, 5.50%, 11/13/23 (a) . . . . .	20,000	21,850
Industrias Penoles SAB de CV, 4.15%, 9/12/29, Callable 6/12/29 @ 100 (a) . . . . .	2,500	2,608
Kinross Gold Corp.		
5.95%, 3/15/24, Callable 12/15/23 @ 100 . . . . .	10,000	11,210
4.50%, 7/15/27, Callable 4/15/27 @ 100 . . . . .	2,000	2,129
LYB International Finance II BV, 3.50%, 3/2/27, Callable 12/2/26 @ 100 (e) . . . . .	1,925	2,041
Syngenta Finance NV, 3.93%, 4/23/21 (a) . . . . .	5,000	5,098
Teck Resources Ltd., 6.13%, 10/1/35 . . . . .	12,334	14,643
Vale Overseas Ltd., 6.25%, 8/10/26 . . . . .	9,000	10,639
Yara International ASA, 4.75%, 6/1/28, Callable 3/1/28 @ 100 (a) . . . . .	11,673	13,040
		<u>174,351</u>
<b>Real Estate (0.2%):</b>		
Scentre Group Trust 1/Scentre Group Trust 2		
2.38%, 4/28/21, Callable 3/29/21 @ 100 (a) . . . . .	5,000	5,027
3.25%, 10/28/25, Callable 7/30/25 @ 100 (a) . . . . .	10,000	10,429
		<u>15,456</u>
<b>Sovereign Bond (0.2%):</b>		
Caribbean Development Bank, 4.38%, 11/9/27 (a) . . . . .	5,000	5,159
Republic of Italy Government International Bond, 5.38%, 6/15/33 . . . . .	10,000	12,148
		<u>17,307</u>
<b>Utilities (0.5%):</b>		
Comision Federal de Electricidad, 4.75%, 2/23/27 (a) . . . . .	5,000	5,415
Electricite de France SA, 5.25%(USSW10+371bps), Callable 1/29/23 @ 100 (a) (c) (i) . . . . .	20,000	21,070
ENEL Chile SA, 4.88%, 6/12/28 . . . . .	10,000	11,253
Fortis, Inc., 3.06%, 10/4/26, Callable 7/4/26 @ 100 . . . . .	10,000	10,439
Transec SA, 3.88%, 1/12/29, Callable 10/16/28 @ 100 (a) . . . . .	3,500	3,667
		<u>51,844</u>
<b>Total Yankee Dollar (Cost \$1,396,091)</b>		<u>1,501,916</u>
<b>Government National Mortgage Association (0.0%) (g)</b>		
<b>Pass-throughs (0.0%):</b>		
Government National Mortgage Assoc.		
6.00%, 8/20/32 . . . . .	346	395
<b>Total Government National Mortgage Association (Cost \$347)</b>		<u>395</u>

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
<b>Municipal Bonds (7.4%)</b>		
<b>Alabama (0.0%): (g)</b>		
The Water Works Board of The City of Birmingham Revenue		
2.70%, 1/1/29 .....	\$ 3,000	\$ 3,071
2.80%, 1/1/30, Continuously Callable @100 .....	3,000	3,077
		<u>6,148</u>
<b>California (0.9%):</b>		
Industry Public Facilities Authority Tax Allocation (INS-Assured Guaranty Municipal Corp.)		
Series A, 3.47%, 1/1/21 .....	5,000	5,051
Series A, 3.82%, 1/1/22 .....	5,000	5,152
Las Virgenes Unified School District, GO, Series C1, 5.54%, 8/1/25 .....	1,250	1,428
Placentia-Yorba Linda Unified School District, GO, 5.40%, 8/1/21 .....	850	895
Port of Oakland Revenue		
4.50%, 5/1/32, Pre-refunded 5/1/22 @ 100 .....	75	80
4.50%, 5/1/32, Continuously Callable @100 .....	11,625	12,468
Series P, 4.50%, 5/1/30, Continuously Callable @100 .....	5,000	5,364
Riverside Community College District, GO		
Series B, 3.49%, 8/1/23 .....	4,250	4,524
Series B, 3.61%, 8/1/24 .....	3,000	3,254
San Jose Redevelopment Agency Successor Agency Tax Allocation, Series A-T, 3.13%, 8/1/28, Continuously Callable @100 .....	10,000	10,756
San Marcos Redevelopment Agency Successor Agency Tax Allocation		
Series B, 4.02%, 10/1/25 .....	5,250	5,817
Series B, 4.47%, 10/1/29 .....	6,500	7,556
Torrance Unified School District, GO, Series B, 5.52%, 8/1/21 .....	2,000	2,110
Vista Redevelopment Agency Successor Agency Tax Allocation(INS-Assured Guaranty Municipal Corp.), Series A, 4.13%, 9/1/30, Continuously Callable @100 .....	2,590	2,816
		<u>67,271</u>
<b>Colorado (0.1%):</b>		
County of El Paso Co. Revenue, 4.47%, 10/1/35 .....	5,000	5,986
<b>Connecticut (0.8%):</b>		
City of Bridgeport, GO		
Series A, 4.03%, 8/15/28 .....	10,000	10,997
Series A, 4.08%, 8/15/29, Continuously Callable @100 .....	7,380	8,110
City of New Haven, GO, Series B, 4.68%, 8/1/31, Continuously Callable @100 .....	10,000	11,404
State of Connecticut, GO		
Series A, 3.23%, 1/15/25 .....	5,000	5,314
Series A, 3.43%, 4/15/28 .....	1,500	1,646
Series A, 3.90%, 9/15/28 .....	2,500	2,838
Town of Hamden, GO, 4.93%, 8/15/30, Continuously Callable @100 .....	3,845	4,257
Town of Stratford, GO, 5.75%, 8/15/30, Continuously Callable @100 .....	10,000	11,305
		<u>55,871</u>
<b>Florida (0.4%):</b>		
City of Jacksonville Revenue, 2.37%, 10/1/20 .....	3,000	3,009
County of Broward Florida Airport System Revenue, Series C, 2.91%, 10/1/32, Continuously Callable @100 .....	9,500	9,827

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
County of Miami-Dade Aviation Revenue		
Series B, 2.70%, 10/1/26 .....	\$ 8,250	\$ 8,541
Series B, 3.38%, 10/1/30, Continuously Callable @100 .....	2,500	2,715
Palm Beach County School District Certificate participation, 5.40%, 8/1/25 .....	6,000	7,009
The School Board of Miami-Dade County Certificate participation(INS-Assured Guaranty Municipal Corp.), Series B, 5.38%, 5/1/31, Continuously Callable @100 .....	10,000	10,445
		<u>41,546</u>
<b>Georgia (0.3%):</b>		
Athens Housing Authority Revenue		
2.54%, 12/1/27 .....	3,405	3,469
2.59%, 12/1/28 .....	4,585	4,663
2.69%, 12/1/29 .....	4,740	4,841
Atlanta & Fulton County Recreation Authority Revenue		
3.80%, 12/15/37 .....	2,000	2,176
4.00%, 12/15/46 .....	1,500	1,717
Savannah Hospital Authority Revenue, 3.99%, 7/1/38 .....	5,000	5,410
		<u>22,276</u>
<b>Hawaii (0.5%):</b>		
City & County of Honolulu, GO		
2.81%, 11/1/23, Pre-refunded 11/1/22 @ 100 .....	900	930
3.06%, 11/1/25, Pre-refunded 11/1/22 @ 100 .....	680	707
3.16%, 11/1/26, Pre-refunded 11/1/22 @ 100 .....	775	808
3.26%, 11/1/27, Pre-refunded 11/1/22 @ 100 .....	625	653
3.36%, 11/1/28, Pre-refunded 11/1/22 @ 100 .....	690	723
State of Hawaii Department of Budget & Finance Revenue		
3.25%, 1/1/25 .....	3,000	3,184
3.10%, 5/1/26 .....	7,235	7,729
State of Hawaii Department of Business Economic Development & Tourism Revenue, Series A2, 3.24%, 1/1/31 .....	15,000	15,710
State of Hawaii, GO, 2.80%, 10/1/27, Continuously Callable @100 .....	7,000	7,317
		<u>37,761</u>
<b>Idaho (0.0%): (g)</b>		
Idaho State Building Authority Revenue		
3.78%, 9/1/30, Continuously Callable @100 .....	2,500	2,764
3.93%, 9/1/31, Continuously Callable @100 .....	2,120	2,360
3.98%, 9/1/32, Continuously Callable @100 .....	2,000	2,226
		<u>7,350</u>
<b>Illinois (0.5%):</b>		
Chicago Midway International Airport Revenue		
Series A, 5.00%, 1/1/25, Continuously Callable @100 .....	6,500	7,412
Series A, 5.00%, 1/1/26, Continuously Callable @100 .....	8,000	9,114
Chicago O'Hare International Airport Revenue, Series B, 5.00%, 1/1/21 .....	5,000	5,175
City of Chicago Wastewater Transmission Revenue, 5.84%, 1/1/35 .....	6,500	8,162
Illinois Finance Authority Revenue		
3.55%, 8/15/29 .....	2,025	2,184
3.60%, 8/15/30 .....	3,000	3,260

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
Winneshago & Boone Counties School District No 205 Revenue, 3.80%, 12/1/26, Continuously Callable @100	\$ 4,500	\$ 4,789
		<u>40,096</u>
<b>Indiana (0.2%):</b>		
Indiana Finance Authority Revenue		
Series A, 3.62%, 7/1/36	1,500	1,650
Series B, 3.43%, 9/15/32, Continuously Callable @100	4,500	4,454
Series C, 4.36%, 7/15/29	4,955	5,767
Series C, 4.53%, 7/15/31	4,260	5,089
		<u>16,960</u>
<b>Kansas (0.2%):</b>		
Kansas Development Finance Authority Revenue, Series H, 4.73%, 4/15/37	10,000	12,350
<b>Kentucky (0.0%): (g)</b>		
Kentucky Economic Development Finance Authority Revenue		
3.72%, 12/1/26	2,335	2,509
3.82%, 12/1/27	1,985	2,155
3.92%, 12/1/28, Continuously Callable @100	1,000	1,088
4.02%, 12/1/29, Continuously Callable @100	1,500	1,637
4.12%, 12/1/30, Continuously Callable @100	1,300	1,424
Kentucky Economic Development Finance Authority Revenue(INS-Assured Guaranty Municipal Corp.), 3.62%, 12/1/25	1,000	1,063
		<u>9,876</u>
<b>Louisiana (0.3%):</b>		
Louisiana Local Government Environmental Facilities & Community Development Authority Revenue, 3.24%, 8/1/28	20,000	20,694
<b>Maine (0.1%):</b>		
Maine Municipal Bond Bank Revenue, 4.25%, 6/1/23	5,000	5,394
<b>Maryland (0.0%): (g)</b>		
Maryland Economic Development Corp. Revenue		
Series B, 4.05%, 6/1/27	2,290	2,439
Series B, 4.15%, 6/1/28	2,390	2,566
Series B, 4.25%, 6/1/29	2,495	2,701
Series B, 4.35%, 6/1/30	1,325	1,448
Series B, 4.40%, 6/1/31	1,385	1,522
		<u>10,676</u>
<b>Massachusetts (0.1%):</b>		
Massachusetts School Building Authority Revenue, Series B, 2.97%, 10/15/32, Continuously Callable @100	6,500	6,844
<b>Michigan (0.1%):</b>		
Michigan Finance Authority Revenue, 3.08%, 12/1/34	10,000	10,489
<b>Mississippi (0.2%):</b>		
State of Mississippi, GO		
Series D, 3.73%, 10/1/32	10,000	11,565
Series E, 2.83%, 12/1/24	1,800	1,898
Series E, 3.03%, 12/1/25	2,000	2,141
		<u>15,604</u>

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
<b>New Jersey (0.5%):</b>		
City of Atlantic, GO		
Series A, 4.23%, 9/1/25 .....	\$ 2,525	\$ 2,745
Series A, 4.29%, 9/1/26 .....	2,415	2,652
Economic Development Authority Revenue, Series C, 5.71%, 6/15/30 .....	2,500	2,966
New Jersey Economic Development Authority Revenue		
5.25%, 9/1/22, Continuously Callable @100 .....	2,700	2,812
Series NNN, 3.77%, 6/15/31 .....	10,000	10,354
Series YY, 4.45%, 6/15/20 .....	14,310	14,388
New Jersey Educational Facilities Authority Revenue, Series E, 4.02%, 7/1/39 .....		
3.00% .....	3,000	3,300
New Jersey Transportation Trust Fund Authority Revenue		
5.50%, 12/15/22 .....	3,320	3,725
4.08%, 6/15/39 .....	3,845	4,087
New Jersey Transportation Trust Fund Authority Revenue(INS — AMBAC Assurance Corp.), Series B, 5.25%, 12/15/22 .....		
5,000 .....	5,000	5,547
New Jersey Transportation Trust Fund Authority Revenue, Build America Bond,		
Series C, 5.75%, 12/15/28 .....	1,810	2,166
South Jersey Port Corp. Revenue		
Series B, 5.00%, 1/1/25 .....	500	582
Series B, 5.00%, 1/1/26 .....	1,000	1,190
Series B, 5.00%, 1/1/27 .....	1,000	1,213
Series B, 5.00%, 1/1/28 .....	500	616
		<u>58,343</u>
<b>New Mexico (0.0%): (g)</b>		
County of Sandoval Revenue, 2.72%, 6/1/20 .....		
	1,000	1,002
<b>New York (0.5%):</b>		
Long Island Power Authority Revenue		
Series B, 3.98%, 9/1/25 .....	2,500	2,747
Series B, 4.13%, 9/1/26 .....	2,500	2,793
Long Island Power Authority Revenue, Build America Bond, 5.25%, 5/1/22 .....	10,000	10,742
New York City Transitional Finance Authority Future Tax Secured Revenue,		
5.00%, 2/1/35, Continuously Callable @100 .....	5,000	5,195
New York State Dormitory Authority Revenue, 5.10%, 8/1/34 .....	11,400	13,646
New York State Thruway Authority Revenue, Series M, 2.55%, 1/1/28 .....		
3,846 .....	3,846	3,920
Town of Oyster Bay, GO		
3.80%, 2/1/20 .....	1,830	1,830
3.95%, 2/1/21 .....	1,500	1,521
		<u>42,394</u>
<b>North Carolina (0.1%):</b>		
City of Kannapolis NC Tax Allocation, Build America Bond, Series B,		
7.28%, 3/1/27, Continuously Callable @100 .....	5,000	5,020
<b>Ohio (0.1%):</b>		
City of Cleveland Airport System Revenue		
Series A, 2.88%, 1/1/31 .....	1,230	1,259
Series A, 2.93%, 1/1/32 .....	2,990	3,060
Series A, 2.98%, 1/1/33 .....	3,190	3,244
Cleveland Department of Public Utilities Division of Public Power Revenue,		
5.50%, 11/15/38, Continuously Callable @100 .....	10,000	10,670
		<u>18,233</u>

See notes to financial statements.



(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
<b>Oklahoma (0.2%):</b>		
Oklahoma Development Finance Authority Revenue, Series C, 5.45%, 8/15/28 . . . . .	\$ 10,250	\$ 11,786
<b>Other Territories (0.0%): (g)</b>		
Federal Home Loan Mortgage Corp. Revenue, Series A, 1.60%, 8/15/51, (Put Date 6/15/22) (m) . . . . .	3,105	3,135
<b>Pennsylvania (0.5%):</b>		
Commonwealth Financing Authority Revenue, Series A, 3.86%, 6/1/38 . . . . .	5,045	5,700
Pennsylvania Economic Development Financing Authority Revenue, Series B, 3.20%, 11/15/27 . . . . .	1,375	1,445
Pennsylvania IDA Revenue, 3.56%, 7/1/24 (a) . . . . .	10,000	10,404
Scranton School District, GO Series A, 3.15%, 6/15/34, (Put Date 6/15/24) (a) (m) . . . . .	2,810	2,861
Series B, 3.15%, 6/15/34, (Put Date 6/15/24) (a) (m) . . . . .	1,415	1,443
State Public School Building Authority Revenue, 3.15%, 4/1/30 . . . . .	6,460	6,637
State Public School Building Authority Revenue(INS-Build America Mutual Assurance Co.), Series B-1, 4.08%, 12/1/23 . . . . .	1,300	1,394
The School District of Philadelphia, GO, 5.06%, 9/1/42 . . . . .	10,000	12,044
		41,928
<b>South Carolina (0.2%):</b>		
South Carolina Public Service Authority Revenue, Series D, 4.77%, 12/1/45 . . . . .	10,000	12,359
<b>Tennessee (0.1%):</b>		
Jackson Energy Authority Revenue 2.90%, 4/1/22 . . . . .	2,000	2,048
3.05%, 4/1/23 . . . . .	2,745	2,852
Series E, 3.20%, 4/1/24, Continuously Callable @100 . . . . .	3,915	4,079
Metropolitan Government Nashville & Davidson County Health & Educational Facilities Board Revenue, Series B, 4.05%, 7/1/26, Continuously Callable @100 . . . . .	8,000	8,845
		17,824
<b>Texas (0.5%):</b>		
Austin Community College District Public Facility Corp. Revenue, Build America Bond Series A, 6.76%, 8/1/30, Pre-refunded 8/1/20 @ 100 . . . . .	1,550	1,588
Series A, 6.91%, 8/1/35, Pre-refunded 8/1/20 @ 100 . . . . .	2,000	2,051
City of Houston Combined Utility System Revenue, 5.00%, 11/15/33, Continuously Callable @100 . . . . .	5,000	5,156
Colony Local Development Corp. Revenue (INS-Berkshire Hathaway Assurance Corp.), Series A, 4.38%, 10/1/33 . . . . .	9,000	10,460
Dallas/Fort Worth International Airport Revenue 4.00%, 11/1/21, Pre-refunded 11/1/20 @ 100 . . . . .	12,570	12,836
Series A, 4.44%, 11/1/21 . . . . .	2,265	2,369
Ector County Hospital District Revenue, Build America Bond, Series B, 7.18%, 9/15/35, Continuously Callable @100 . . . . .	9,700	9,839
Harris County Cultural Education Facilities Finance Corp. Revenue Series B, 2.10%, 5/15/22 . . . . .	875	880
Series B, 2.17%, 5/15/23 . . . . .	1,000	1,008
Series B, 2.57%, 5/15/26 . . . . .	1,000	1,015
McLennan County Public Facility Corp. Revenue, 3.90%, 6/1/29, Continuously Callable @100 . . . . .	2,000	2,153

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
Port of Corpus Christi Authority of Nueces County Revenue, 3.49%, 12/1/25 . . . . .	\$ 1,000	\$ 1,084
State of Texas, GO, 3.00%, 4/1/28 . . . . .	3,850	4,156
		<u>54,595</u>
<b>Wisconsin (0.0%): (g)</b>		
State of Wisconsin Revenue, Series A, 2.40%, 5/1/30 (b) . . . . .	4,000	4,046
<b>Total Municipal Bonds (Cost \$612,663)</b>		<u>663,857</u>

**U.S. Government Agency Mortgages (6.9%)**

Federal Home Loan Mortgage Corp.		
5.00%, 6/1/20 . . . . .	7	7
5.50%, 11/1/20 . . . . .	79	80
5.50%, 12/1/20 . . . . .	48	48
5.00%, 1/1/21 . . . . .	94	94
Series K018 Class X1, 1.44%, 1/25/22 (d) (f) . . . . .	54,144	958
Series K020 Class X1, 1.51%, 5/25/22 (d) (f) . . . . .	85,702	2,072
Series K021 Class X1, 1.56%, 6/25/22 (d) (f) . . . . .	66,623	1,752
Series K025 Class X1, 0.94%, 10/25/22 (d) (f) . . . . .	64,032	1,134
Series K026 Class X1, 1.10%, 11/25/22 (d) (f) . . . . .	89,211	1,922
Series K028 Class A2, 3.11%, 2/25/23 . . . . .	4,000	4,144
Series K044 Class A2, 2.81%, 1/25/25 . . . . .	15,000	15,709
Series K045 Class A2, 3.02%, 1/25/25 . . . . .	10,000	10,576
Series KPLB Class A, 2.77%, 5/25/25 . . . . .	17,000	17,827
Series K049 Class A2, 3.01%, 7/25/25 . . . . .	8,000	8,528
Series KC02 Class A2, 3.37%, 7/25/25 (e) . . . . .	10,000	10,741
Series K053 Class A2, 3.00%, 12/25/25 . . . . .	7,000	7,476
Series KIR1 Class A2, 2.85%, 3/25/26 (e) . . . . .	12,000	12,646
Series K056 Class AM, 2.59%, 5/25/26 . . . . .	10,000	10,392
Series K058 Class A2, 2.65%, 8/25/26 (e) . . . . .	20,000	21,001
Series K062 Class A2, 3.41%, 12/25/26 (e) . . . . .	10,000	11,013
Series K063 Class A2, 3.43%, 1/25/27 (d) . . . . .	9,000	9,919
Series S8FX Class A1, 3.02%, 3/25/27 . . . . .	11,911	12,610
Series KIR2 Class A2, 3.17%, 3/25/27 . . . . .	9,500	10,328
Series K064 Class AM, 3.33%, 3/25/27 (d) . . . . .	8,420	9,189
Series K068 Class A2, 3.24%, 8/25/27 . . . . .	4,533	4,943
Series K069 Class A2, 3.19%, 9/25/27 (d) . . . . .	5,759	6,261
Series K070 Class A2, 3.30%, 11/25/27 (d) . . . . .	8,766	9,600
Series K075 Class A2, 3.65%, 2/25/28 (d) . . . . .	3,000	3,363
Series K082 Class A2, 3.92%, 9/25/28 (d) . . . . .	5,000	5,727
Series K083 Class A2, 4.05%, 9/25/28 (d) . . . . .	5,000	5,777
Series K085 Class A2, 4.06%, 10/25/28 (d) . . . . .	6,794	7,842
Series K153 Class A2, 3.29%, 3/25/29 (d) . . . . .	7,500	8,267
Series 4818 Class VD, 4.00%, 6/15/29 . . . . .	8,868	9,080
Series K095 Class A2, 2.79%, 6/25/29 . . . . .	8,750	9,344
Series K094 Class A2, 2.90%, 6/25/29 . . . . .	10,000	10,762
Series K097 Class AM, 2.22%, 7/25/29 . . . . .	5,000	4,999
Series K097 Class A2, 2.51%, 7/25/29 . . . . .	8,000	8,371
Series K096 Class A2, 2.52%, 7/25/29 . . . . .	9,000	9,425
Series KG02 Class A2, 2.41%, 8/25/29 . . . . .	9,091	9,361
Series K100 Class A2, 2.67%, 9/25/29 . . . . .	5,455	5,785

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
Series K151 Class A3, 3.51%, 4/25/30	\$ 15,500	\$ 17,365
Series K158 Class A2, 3.90%, 12/25/30 (d)	7,000	8,160
Series K153 Class A3, 3.12%, 10/25/31 (d)	4,855	5,226
Series K154 Class A3, 3.46%, 11/25/32	4,455	4,958
Series K158 Class A3, 3.90%, 10/25/33 (d)	5,000	5,879
Series K-1510 Class A3, 3.79%, 1/25/34	19,200	22,384
Series K1511 Class A3, 3.54%, 3/25/34	10,000	11,377
Series K-1512 Class A3, 3.06%, 4/25/34	5,500	5,949
Series K-1513 Class A3, 2.80%, 8/25/34	10,000	10,566
5.50%, 12/1/35	536	606
5.50%, 4/1/36	281	317
3.50%, 5/1/42	8,167	8,639
3.50%, 6/1/46	8,703	9,099
3.50%, 8/1/46	3,318	3,513
3.50%, 5/1/47	6,908	7,209
Series K098 Class A2, 2.43%, 10/25/52	10,000	10,361
		<u>430,681</u>
<b>Federal National Mortgage Association</b>		
5.50%, 7/1/21	82	83
7.00%, 10/1/22	5	5
Series 2016-M2 Class AV2, 2.15%, 1/25/23	7,157	7,230
7.00%, 3/1/23	3	3
Series 2017-M15 Class AV2, 2.72%, 11/25/24 (d)	4,834	5,002
Series 2017-M2 Class A2, 2.89%, 2/25/27 (d)	3,500	3,725
Series M7 Class A2, 2.96%, 2/25/27 (d)	2,500	2,686
2.50%, 2/1/28	6,064	6,183
Series M4 Class A2, 3.15%, 3/25/28 (d)	7,105	7,693
Series 2019-M12 Class A2, 2.89%, 5/25/29 (d)	8,000	8,552
6.50%, 4/1/31	163	188
6.50%, 7/1/31	4	4
6.50%, 3/1/32	285	330
5.00%, 6/1/33	1,107	1,225
2.50%, 11/1/34 (e)	9,766	9,944
5.50%, 9/1/35	1,395	1,576
5.50%, 10/1/35	730	825
5.50%, 1/1/36	205	231
5.50%, 4/1/36	600	678
6.00%, 5/1/36	605	700
6.00%, 6/1/36	482	559
5.50%, 2/1/37	692	782
5.50%, 3/1/37	410	464
6.00%, 8/1/37	702	817
5.50%, 11/1/37	298	337
5.50%, 5/1/38	892	1,008
4.00%, 4/1/48	3,784	3,959
3.50%, 9/1/49 (e)	9,573	9,881
3.00%, 2/1/50	20,000	20,462
3.50%, 2/1/50	30,000	30,964
4.00%, 2/1/50	50,000	52,306
		<u>178,402</u>

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
Government National Mortgage Association		
Series 200677.00%, 5/15/23	\$ 8	\$ 9
7.00%, 5/15/23	14	15
7.00%, 5/15/23	13	14
7.00%, 5/15/23	5	5
6.50%, 6/15/23	3	3
7.00%, 6/15/23	32	34
7.00%, 6/15/23	4	4
6.50%, 7/15/23	86	91
7.50%, 7/15/23	14	14
7.00%, 8/15/23	5	5
7.00%, 8/15/23	5	5
7.00%, 8/15/23	40	42
6.50%, 9/15/23	15	16
7.00%, 9/15/23	20	20
6.50%, 10/15/23	51	53
6.50%, 10/15/23	30	32
6.50%, 10/15/23	8	8
6.50%, 12/15/23	67	70
6.50%, 12/15/23	39	41
6.50%, 1/15/24	16	17
6.50%, 2/15/24	27	28
7.00%, 1/15/26	9	9
7.00%, 3/15/26	7	7
7.00%, 3/15/26	4	4
6.50%, 4/15/26	32	35
7.50%, 6/15/26	107	116
7.50%, 6/15/26	47	51
7.50%, 7/15/26	31	32
7.00%, 10/15/27	94	104
7.50%, 2/15/28	91	100
6.50%, 5/15/28	172	191
6.00%, 8/15/28	43	45
6.00%, 9/15/28	924	1,016
6.00%, 9/15/28	38	40
6.00%, 9/15/28	96	104
6.00%, 10/15/28	154	169
7.50%, 12/15/28	71	79
6.00%, 1/15/29	98	105
6.00%, 1/15/29	11	12
6.00%, 1/15/29	123	135
7.00%, 6/15/29	63	68
7.00%, 6/15/29	141	157
7.00%, 7/15/29	17	18
7.00%, 8/15/31	175	202
6.50%, 8/20/31	112	129
6.50%, 10/15/31	334	380
7.00%, 7/15/32	48	55
6.00%, 9/20/32	259	296
6.00%, 1/15/33	155	176

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Principal Amount	Value
5.50%, 4/20/33 .....	\$ 363	\$ 408
5.00%, 8/15/33 .....	2,125	2,347
		<u>7,116</u>
<b>Government National Mortgage Association</b>		
7.50%, 5/15/27 .....	57	62
7.50%, 8/15/29 .....	57	65
		<u>127</u>
<b>Total U.S. Government Agency Mortgages (Cost \$587,110)</b>		<u>616,326</u>

**U.S. Treasury Obligations (7.8%)**

<b>U.S. Treasury Bonds</b>		
3.88%, 8/15/40 .....	30,000	40,163
2.75%, 8/15/42 (e) .....	15,000	17,093
2.75%, 11/15/42 .....	10,000	11,391
3.38%, 5/15/44 .....	5,000	6,304
3.00%, 11/15/44 .....	25,000	29,734
2.50%, 2/15/45 (e) .....	65,000	70,941
2.50%, 2/15/46 .....	15,000	16,418
2.25%, 8/15/46 (e) .....	42,950	44,856
2.88%, 11/15/46 (e) .....	10,000	11,763
2.75%, 11/15/47 (e) .....	12,000	13,856
3.00%, 2/15/49 .....	10,000	12,170
<b>U.S. Treasury Inflation Indexed Bonds</b>		
2.38%, 1/15/25 .....	40,000	61,547
0.88%, 1/15/29 .....	10,000	11,107
<b>U.S. Treasury Notes</b>		
3.63%, 2/15/20 .....	20,000	20,009
2.63%, 11/15/20 .....	50,000	50,420
1.50%, 8/31/21 .....	10,000	10,015
2.00%, 2/15/22 .....	15,000	15,198
1.63%, 11/15/22 .....	7,000	7,059
2.38%, 1/31/23 (e) .....	5,000	5,155
2.00%, 2/15/23 .....	10,000	10,207
2.50%, 5/15/24 .....	5,000	5,244
2.25%, 11/15/24 .....	10,000	10,425
2.50%, 1/31/25 (e) .....	5,000	5,281
2.00%, 2/15/25 .....	80,000	82,569
2.75%, 8/31/25 .....	10,000	10,738
3.00%, 10/31/25 .....	15,000	16,337
2.25%, 11/15/25 .....	5,000	5,240
1.63%, 2/15/26 .....	50,000	50,656
2.38%, 5/15/27 (e) .....	10,000	10,647
2.25%, 8/15/27 .....	10,000	10,573
2.25%, 11/15/27 .....	10,000	10,584
2.75%, 2/15/28 (e) .....	5,000	5,486
2.88%, 5/15/28 .....	5,000	5,545
3.13%, 11/15/28 (e) .....	5,000	5,670
<b>Total U.S. Treasury Obligations (Cost \$643,139)</b>		<u>700,401</u>

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Shares or Principal Amount	Value
<b>Commercial Paper (0.5%)</b>		
Amilln, 1.68%, 2/3/20 (n) . . . . .	\$ 18,300	\$ 18,297
AutoZone, Inc., 1.68%, 2/3/20 (a) (n) . . . . .	4,795	4,794
Nieuw Amsterdam Receivables Corp., 1.62%, 2/7/20 (a) (n) . . . . .	3,000	2,999
One Gas, Inc. 1.53%, 2/3/20 (a) (n) . . . . .	2,000	2,000
1.59%, 2/18/20 (a) (n) . . . . .	4,556	4,552
Puget Sound Energy, Inc., 1.69%, 2/5/20 (n) . . . . .	9,000	8,998
Xcel Energy, Inc., 1.73%, 2/11/20 (a) (n) . . . . .	2,700	2,699
<b>Total Commercial Paper (Cost \$44,341)</b>		<b>44,339</b>
<b>Collateral for Securities Loaned<sup>^</sup> (0.3%)</b>		
HSBC U.S. Government Money Market Fund, I Shares, 1.52% (o) . . . . .	30,208,705	30,209
<b>Total Collateral for Securities Loaned (Cost \$30,209)</b>		<b>30,209</b>
<b>Total Investments (Cost \$8,329,769) — 99.6%</b>		<b>8,903,975</b>
<b>Other assets in excess of liabilities — 0.4%</b>		<b>36,295</b>
<b>NET ASSETS — 100.00%</b>		<b>\$8,940,270</b>

<sup>^</sup> Purchased with cash collateral from securities on loan.

- (a) Rule 144A security or other security that is restricted as to resale to institutional investors. The Fund's Adviser has deemed this security to be liquid based upon procedures approved by the Board of Trustees. As of January 31, 2020, the fair value of these securities was \$2,367,533 (thousand) and amounted to 26.6% of net assets.
- (b) Security purchased on a when-issued basis.
- (c) Variable or Floating-Rate Security. Rate disclosed is as of January 31, 2020.
- (d) The rate for certain asset-backed and mortgage backed securities may vary based on factors relating to the pool of assets underlying the security. The rate disclosed is the rate in effect at January 31, 2020.
- (e) All or a portion of this security has been segregated as collateral for securities purchased on a when-issued basis.
- (f) Security is interest only.
- (g) Amount represents less than 0.05% of net assets.
- (h) All or a portion of this security is on loan.
- (i) Security is perpetual and has no final maturity date but may be subject to calls at various dates in the future.
- (j) Variable Rate Demand Notes that provide the rights to sell the security at face value on either that day or within the rate-reset period. The interest rate is reset on the put date at a stipulated daily, weekly, monthly, quarterly, or other specified time interval to reflect current market conditions. These securities do not indicate a reference rate and spread in their description.
- (k) Defaulted security.

See notes to financial statements.

*(Unaudited)*

(l) The Fund's Adviser has deemed this security to be illiquid based upon procedures approved by the Board of Trustees. As of January 31, 2020, illiquid securities were 0.1% of the Fund's net assets.

(m) Put Bond.

(n) Rate represents the effective yield at January 31, 2020.

(o) Rate disclosed is the daily yield on January 31, 2020.

(p) Stepped-Coupon security converts to coupon form on 11/09/22 with a rate of 2.85%.

ADR — American Depositary Receipt

AMBAC — American Municipal Bond Assurance Corporation

bps — Basis points

GO — General Obligation

H15T5Y — 5 Year Treasury Constant Maturity Rate

IDA — Industrial Development Authority

LIBOR — London InterBank Offered Rate

LIBOR01M — 1 Month US Dollar LIBOR, rate disclosed as of January 31, 2020, based on the last reset date of the security

LIBOR02M — 2 Month US Dollar LIBOR, rate disclosed as of January 31, 2020, based on the last reset date of the security

LIBOR03M — 3 Month US Dollar LIBOR, rate disclosed as of January 31, 2020, based on the last reset date of the security

LIBOR06M — 6 Month US Dollar LIBOR, rate disclosed as of January 31, 2020, based on the last reset date of the security

LLC — Limited Liability Company

LP — Limited Partnership

MTN — Medium Term Note

PLC — Public Limited Company

SOFR — Secured Overnight Financing Rate

USISDA05 — 5 Year ICE Swap Rate, rate disclosed as of January 31, 2020

USSW10 — USD 10 Year Swap Rate, rate disclosed as of January 31, 2020

USSW5 — USD 5 Year Swap Rate, rate disclosed as of January 31, 2020

**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.

*See notes to financial statements.*

## Statement of Assets and Liabilities

USAA Mutual Funds Trust

January 31, 2020

*(Amounts in Thousands, Except Per Share Amounts)*

*(Unaudited)*

	<b>USAA Income Fund</b>
<b>Assets:</b>	
Investments, at value (Cost \$8,329,769)	\$8,903,975(a)
Cash and cash equivalents	270
Deposits with brokers for futures contracts	1,976
<b>Receivables:</b>	
Interest and dividends	74,852
Capital shares issued	5,812
Investments sold	4,181
From Adviser	6
Prepaid expenses	25
<b>Total assets</b>	<b>8,991,097</b>
<b>Liabilities:</b>	
<b>Payables:</b>	
Collateral received on loaned securities	30,209
Investments purchased	12,066
Capital shares redeemed	4,582
<b>Accrued expenses and other payables:</b>	
Investment advisory fees	1,783
Administration fees	888
Custodian fees	252
Transfer agent fees	679
Compliance fees	1
12b-1 fees	10
Other accrued expenses	357
<b>Total liabilities</b>	<b>50,827</b>
<b>Net Assets:</b>	
Capital	8,359,646
Total distributable earnings/(loss)	580,624
<b>Net assets</b>	<b>\$8,940,270</b>
<b>Net Assets:</b>	
Fund Shares	\$3,408,583
Institutional Shares	5,415,117
Adviser Shares	93,408
R6 Shares	23,162
<b>Total</b>	<b>\$8,940,270</b>
<b>Shares (unlimited number of shares authorized with no par value):</b>	
Fund Shares	249,173
Institutional Shares	396,109
Adviser Shares	6,848
R6 Shares	1,694
<b>Total</b>	<b>653,824</b>
<b>Net asset value, offering and redemption price per share: (b)</b>	
Fund Shares	\$ 13.68
Institutional Shares	13.67
Adviser Shares	13.64
R6 Shares	13.67

(a) Includes \$29,311 of securities on loan.

(b) Per share amount may not recalculate due to rounding of net assets and/or shares outstanding.

*See notes to financial statements.*



## Statement of Operations

USAA Mutual Funds Trust

For the Six-Months Ended January 31, 2020

*(Amounts in Thousands)*

*(Unaudited)*

	<b>USAA Income Fund</b>
<b>Investment Income:</b>	
Dividends	\$ 3,058
Interest	160,475
Securities lending (net of fees)	158
Foreign tax withholding	(28)
Total Income	163,663
<b>Expenses:</b>	
Investment advisory fees	10,396
Administration fees — Fund Shares	2,499
Administration fees — Institutional Shares	2,607
Administration fees — Adviser Shares	71
Administration fees — R6 Shares	6
12b-1 fees — Adviser Shares	118
Sub-Administration Fees	14
Custodian fees	229
Transfer agent fees — Fund Shares	1,723
Transfer agent fees — Institutional Shares	2,607
Transfer agent fees — Adviser Shares	46
Transfer agent fees — R6 Shares	1
Trustees' fees	22
Compliance fees	26
Legal and audit fees	65
State registration and filing fees	123
Interest expense on Interfund lending	3
Other expenses	310
Total Expenses	20,866
Expenses waived/reimbursed by Adviser	(6)
Net Expenses	20,860
Net Investment Income (Loss)	142,803
<b>Realized/Unrealized Gains (Losses) from Investments:</b>	
Net realized gains (losses) from unaffiliated investment securities and foreign currency translations	12,140
Net realized gains (losses) from affiliated security transactions	61
Net realized gains (losses) from futures contracts	6,543
Net change in unrealized appreciation/depreciation on investment securities	266,364
Net change in unrealized appreciation/depreciation on futures contracts	(2,329)
Net realized/unrealized gains (losses) on investments	282,779
Change in net assets resulting from operations	\$425,582

*See notes to financial statements.*

*(Amounts in Thousands)*

	USAA Income Fund	
	Six-Months Ended January 31, 2020 (unaudited)	Year Ended July 31, 2019
<b>From Investments:</b>		
<b>Operations:</b>		
Net investment income (loss)	\$ 142,803	\$ 280,012
Net realized gains (losses) from investments	18,744	16,111
Net change in unrealized appreciation (depreciation) on investments	264,035	358,780
Change in net assets resulting from operations	425,582	654,903
<b>Distributions to Shareholders:</b>		
Fund Shares	(62,920)	(107,662)
Institutional Shares	(100,009)	(171,913)
Adviser Shares	(1,677)	(3,223)
R6 Shares	(437)	(702)
Change in net assets resulting from distributions to shareholders	(165,043)	(283,500)
Change in net assets resulting from capital transactions	301,155	197,775
Change in net assets	561,694	569,178
<b>Net Assets:</b>		
Beginning of period	8,378,576	7,809,398
End of period	\$8,940,270	\$8,378,576
<b>Capital Transactions:</b>		
<b>Fund Shares</b>		
Proceeds from shares issued	\$ 367,067	\$ 615,756
Distributions reinvested	60,261	102,735
Cost of shares redeemed	(332,758)	(701,564)
Total Fund Shares	\$ 94,570	\$ 16,927
<b>Institutional Shares</b>		
Proceeds from shares issued	\$ 539,873	\$ 949,163
Distributions reinvested	99,070	168,534
Cost of shares redeemed	(429,578)	(923,600)
Total Institutional Shares	\$ 209,365	\$ 194,097
<b>Adviser Shares</b>		
Proceeds from shares issued	\$ 2,091	\$ 3,771
Distributions reinvested	1,647	3,180
Cost of shares redeemed	(8,174)	(21,284)
Total Adviser Shares	\$ (4,436)	\$ (14,333)
<b>R6 Shares</b>		
Proceeds from shares issued	\$ 2,981	\$ 4,116
Distributions reinvested	334	518
Cost of shares redeemed	(1,659)	(3,550)
Total R6 Shares	\$ 1,656	\$ 1,084
Change in net assets resulting from capital transactions	\$ 301,155	\$ 197,775

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See notes to financial statements.

*(Amounts in Thousands)**(continued)*

	USAA Income Fund	
	Six-Months Ended January 31, 2020 (unaudited)	Year Ended July 31, 2019
<b>Share Transactions:</b>		
<b>Fund Shares</b>		
Issued	27,230	48,140
Reinvested	4,479	8,039
Redeemed	(24,677)	(55,041)
Total Fund Shares	7,032	1,138
<b>Institutional Shares</b>		
Issued	40,047	74,103
Reinvested	7,368	13,197
Redeemed	(31,870)	(72,144)
Total Institutional Shares	15,545	15,156
<b>Adviser Shares</b>		
Issued	156	292
Reinvested	123	250
Redeemed	(608)	(1,673)
Total Adviser Shares	(329)	(1,131)
<b>R6 Shares</b>		
Issued	221	321
Reinvested	25	40
Redeemed	(123)	(280)
Total R6 Shares	123	81
Change in Shares	22,371	15,244

See notes to financial statements.

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For a Share Outstanding Throughout Each Period

	Investment Activities			Distributions to Shareholders From		
	Net Asset Value, Beginning of Period	Net Investment Income (Loss)	Net Realized and Unrealized Gains (Losses) on Investments	Total from Investment Activities	Net Investment Income	Net Realized Gains From Investments
<b>USAA Income Fund Fund Shares</b>						
Six-Months Ended						
January 31, 2020 (unaudited)	\$13.28	0.22(d)	0.44	0.66	(0.22)	(0.04)
Year Ended						
July 31, 2019	\$12.68	0.45	0.60	1.05	(0.45)	—(e)
Year Ended						
July 31, 2018	\$13.20	0.45	(0.51)	(0.06)	(0.44)	(0.02)
Year Ended						
July 31, 2017	\$13.40	0.44	(0.20)	0.24	(0.44)	—
Year Ended						
July 31, 2016	\$12.99	0.47	0.40	0.87	(0.46)	—
Year Ended						
July 31, 2015	\$13.28	0.47	(0.27)	0.20	(0.46)	(0.01)
<b>Institutional Shares</b>						
Six-Months Ended						
January 31, 2020 (unaudited)	\$13.27	0.23(d)	0.43	0.66	(0.22)	(0.04)
Year Ended						
July 31, 2019	\$12.67	0.45	0.61	1.06	(0.46)	—(e)
Year Ended						
July 31, 2018	\$13.19	0.44	(0.50)	(0.06)	(0.44)	(0.02)
Year Ended						
July 31, 2017	\$13.39	0.45	(0.20)	0.25	(0.45)	—
Year Ended						
July 31, 2016	\$12.99	0.48	0.39	0.87	(0.47)	—
Year Ended						
July 31, 2015	\$13.28	0.49	(0.28)	0.21	(0.47)	(0.01)

\* 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.

^ The net expense ratio may not correlate to the applicable expense limits in place during the period since the current contractual expense limitation is applied for a two year period beginning July 1, 2019, and in effect through June 30, 2021, instead of coinciding with the Fund's fiscal year end. Details of the current contractual expense limitation in effect can be found in Note 5 of the accompanying Notes to Financial Statements.

(a) Not annualized for periods less than one year.

(b) Annualized for periods less than one year.

(c) Portfolio turnover is calculated on the basis of the Fund as a whole without distinguishing between the classes of shares issued.

(d) Per share net investment income (loss) has been calculated using the average daily shares method.

(e) Amount is less than \$0.005.

See notes to financial statements.

For a Share Outstanding Throughout Each Period

(continued)

Return of Capital	Total Distributions	Net Asset Value, End of Period	Total Return*,(a)	Ratios to Average Net Assets			Supplemental Data	
				Net Expenses^(b)	Net Investment Income (Loss)(b)	Gross Expenses(b)	Net Assets, End of Period (000's)	Portfolio Turnover(a)(c)
—	(0.26)	\$ 13.68	4.99%	0.52%	3.27%	0.52%	\$ 3,408,583	9%
—	(0.45)	\$ 13.28	8.50%	0.55%	3.49%	0.55%	\$ 3,214,507	13%
—	(0.46)	\$ 12.68	(0.47)%	0.52%	3.40%	0.52%	\$ 3,055,739	8%
—	(0.44)	\$ 13.20	1.91%	0.49%	3.40%	0.49%	\$ 3,617,550	9%
—	(0.46)	\$ 13.40	6.88%	0.51%	3.61%	0.51%	\$ 3,394,088	11%
(0.02)	(0.49)	\$ 12.99	1.45%	0.53%	3.36%	0.53%	\$ 3,544,344	10%
—	(0.26)	\$ 13.67	5.10%	0.46%	3.33%	0.46%	\$ 5,415,117	9%
—	(0.46)	\$ 13.27	8.58%	0.48%	3.56%	0.48%	\$ 5,048,203	13%
—	(0.46)	\$ 12.67	(0.41)%	0.47%	3.46%	0.47%	\$ 4,629,713	8%
—	(0.45)	\$ 13.19	1.97%	0.43%	3.45%	0.43%	\$ 3,644,795	9%
—	(0.47)	\$ 13.39	6.89%	0.44%	3.66%	0.44%	\$ 3,114,810	11%
(0.02)	(0.50)	\$ 12.99	1.51%	0.46%	3.43%	0.46%	\$ 2,227,221	10%

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See notes to financial statements.

For a Share Outstanding Throughout Each Period

	Investment Activities				Distributions to Shareholders From	
	Net Asset Value, Beginning of Period	Net Investment Income (Loss)	Net Realized and Unrealized Gains (Losses) on Investments	Total from Investment Activities	Net Investment Income	Net Realized Gains From Investments
<b>USAA Income Fund</b>						
<b>Adviser Shares</b>						
Six-Months Ended						
January 31, 2020 (unaudited)	\$13.24	0.20(d)	0.44	0.64	(0.20)	(0.04)
Year Ended						
July 31, 2019	\$12.65	0.42	0.59	1.01	(0.42)	—(e)
Year Ended						
July 31, 2018	\$13.16	0.41	(0.49)	(0.08)	(0.41)	(0.02)
Year Ended						
July 31, 2017	\$13.36	0.42	(0.21)	0.21	(0.41)	—
Year Ended						
July 31, 2016	\$12.96	0.44	0.38	0.82	(0.42)	—
Year Ended						
July 31, 2015	\$13.25	0.44	(0.27)	0.17	(0.43)	(0.01)
<b>R6 Shares</b>						
Six-Months Ended						
January 31, 2020 (unaudited)	\$13.27	0.23(d)	0.43	0.66	(0.22)	(0.04)
Year Ended						
July 31, 2019	\$12.67	0.47	0.60	1.07	(0.47)	—(e)
Year Ended						
July 31, 2018	\$13.19	0.45	(0.49)	(0.04)	(0.46)	(0.02)
December 1, 2016 (e) through						
July 31, 2017	\$12.83	0.30	0.36	0.66	(0.30)	—

\* 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.

^ The net expense ratio may not correlate to the applicable expense limits in place during the period since the current contractual expense limitation is applied for a two year period beginning July 1, 2019, and in effect through June 30, 2021, instead of coinciding with the Fund's fiscal year end. Details of the current contractual expense limitation in effect can be found in Note 4 of the accompanying Notes to Financial Statements.

(a) Not annualized for periods less than one year.

(b) Annualized for periods less than one year.

(c) Portfolio turnover is calculated on the basis of the Fund as a whole without distinguishing between the classes of shares issued.

(d) Per share net investment income (loss) has been calculated using the average daily shares method.

(e) Amount is less than \$0.005.

(f) Prior to December 1, 2014, USAA Asset Management Company ("AMCO") (previous Investment Adviser) voluntarily agreed to limit the annual expenses of the Adviser Shares to 0.90% of the Adviser Shares' average daily net assets.

See notes to financial statements.

For a Share Outstanding Throughout Each Period

*(continued)*

Return of Capital	Total Distributions	Net Asset Value, End of Period	Total Return*,(a)	Ratios to Average Net Assets			Supplemental Data	
				Net Expenses^(b)	Net Investment Income (Loss)(b)	Gross Expenses(b)	Net Assets, End of Period (000's)	Portfolio Turnover(a)(c)
—	(0.24)	\$ 13.64	4.89%	0.78%	3.02%	0.79%	\$ 93,408	9%
—	(0.42)	\$ 13.24	8.20%	0.77%	3.28%	0.77%	\$ 95,026	13%
—	(0.43)	\$ 12.65	(0.61)%	0.74%	3.18%	0.74%	\$ 105,072	8%
—	(0.41)	\$ 13.16	1.67%	0.72%	3.17%	0.72%	\$ 130,912	9%
—	(0.42)	\$ 13.36	6.53%	0.77%	3.36%	0.77%	\$ 171,518	11%
(0.02)	(0.46)	\$ 12.96	1.23%	0.79%(f)	3.10%	0.79%	\$ 222,494	10%
—	(0.26)	\$ 13.67	5.05%	0.39%	3.40%	0.40%	\$ 23,162	9%
—	(0.47)	\$ 13.27	8.68%	0.39%	3.65%	0.43%	\$ 20,840	13%
—	(0.48)	\$ 12.67	(0.32)%	0.39%	3.56%	0.58%	\$ 18,874	8%
—	(0.30)	\$ 13.19	5.22%	0.39%	3.50%	0.99%	\$ 5,142	9%

See notes to financial statements.



**1. Organization:**

USAA Mutual Funds Trust (the “Trust”) is organized as a Delaware statutory trust and is registered under the Investment Company Act of 1940, as amended (the “1940 Act”), as an open-end investment company. The Trust is comprised of 47 funds and is authorized to issue an unlimited number of shares, which are units of beneficial interest with no par value.

The accompanying financial statements are those of the USAA Income Fund (the “Fund”). The Fund offers four classes of shares: Fund Shares, Institutional Shares, Adviser Shares, and R6 Shares. The Fund is classified as diversified under the 1940 Act.

Each class of shares of the Fund has substantially identical rights and privileges except with respect to fees paid under distribution plans, expenses allocable exclusively to each class of shares, voting rights on matters solely affecting a single class of shares, and the exchange privilege of each class of shares.

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 Fund. In addition, in the normal course of business, the Fund enters into contracts with its vendors and others that provide for general indemnifications. The Fund’s maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Fund. However, based on experience, the Fund expects that risk of loss to be remote.

**2. Significant Accounting Policies:**

The following is a summary of significant accounting policies followed by the Trust in the preparation of its financial statements. The policies are in conformity with accounting principles generally accepted in the United States of America (“GAAP”). The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses for the period. Actual results could differ from those estimates. The Fund follows the specialized accounting and reporting requirements under GAAP that are applicable to investment companies under Accounting Standards Codification Topic 946.

**Investment Valuation:**

The Fund records investments at fair value. 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 valuation techniques described below maximize the use of observable inputs and minimize the use of unobservable inputs in determining fair value. The inputs used for valuing the Fund’s investments are summarized in the three broad levels listed below:

- Level 1 — quoted prices in active markets for identical securities
- Level 2 — other significant observable inputs (including quoted prices for similar securities or interest rates applicable to those securities, etc.)
- Level 3 — significant unobservable inputs (including the Fund’s own assumptions in determining the fair value of investments)

Changes in valuation techniques may result in transfers in or out of an assigned level within the disclosure hierarchy. The inputs or methodologies used for valuation techniques are not necessarily an indication of the risk associated with entering into those investments.

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.

Portfolio securities listed or traded on securities exchanges, including exchange-traded funds (“ETFs”), American Depositary Receipts (“ADRs”) and Rights, are valued at the closing price on the exchange or

(Unaudited)

system where the security is principally traded, if available, or the over-the-counter markets, are valued at the last sales price or official closing price. If there have been no sales for that day on the exchange or system, then a security is valued at the last available bid quotation on the exchange or system where the security is principally traded. In each of these situations, valuations typically are categorized as Level 1 in the fair value hierarchy.

Investments in open-end investment companies are valued at net asset value. These valuations typically are categorized as Level 1 in the fair value hierarchy.

Debt securities of United States (“U.S.”) issuers, along with corporate and municipal securities, including short-term investments maturing in 60 days or less, may be valued using evaluated bid or the last sales price to price securities by dealers or an independent pricing service approved by the Board. These valuations are typically categorized as Level 2 in the fair value hierarchy.

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. These valuations typically are categorized as Level 1 in the fair value hierarchy.

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. These valuations typically are categorized as Level 2 or Level 3 in the fair value hierarchy, based on the observability of inputs used to determine the fair value. 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 net asset value (“NAV”) to be more reliable than it otherwise would be.

In accordance with procedures adopted by the Board, fair value pricing may be used if events materially affecting the value of foreign securities occur between the time the exchange on which they are traded closes and the time the Fund’s net asset value is calculated. The Fund uses a systematic valuation model, provided daily by an independent third party to fair value its international equity securities. These valuations are considered as Level 2 in the fair value hierarchy.

A summary of the valuations as of January 31, 2020, based upon the three levels defined above, is included in the table below while the breakdown, by category, of investments is disclosed in the Schedule of Portfolio Investments (amounts in thousands):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Asset Backed Securities . . . . .	\$ —	\$ 436,140	\$—	\$ 436,140
Collateralized Mortgage Obligations . . . . .	—	528,831	—	528,831
Common Stocks . . . . .	26,289	—	—	26,289
Preferred Stocks . . . . .	48,192	24,339	—	72,531
Senior Secured Loans . . . . .	—	40,533	—	40,533
Corporate Bonds . . . . .	—	5,716,803	—	5,716,803
Foreign Bonds . . . . .	—	27,321	—	27,321
Government National Mortgage Association . . . . .	—	395	—	395
Municipal Bonds . . . . .	—	663,857	—	663,857
U.S. Government Agency Mortgages . . . . .	—	616,326	—	616,326
U.S. Treasury Obligations . . . . .	—	700,401	—	700,401
Commercial Paper . . . . .	—	44,339	—	44,339
Collateral for Securities Loaned . .	30,209	—	—	30,209
<b>Total . . . . .</b>	<b><u>\$104,690</u></b>	<b><u>\$8,799,285</u></b>	<b><u>\$—</u></b>	<b><u>\$8,903,975</u></b>

For the six-months ended January 31, 2020, there were no transfers in or out of the Level 3 fair value hierarchy.

**Real Estate Investment Trusts (“REITs”):**

The Fund may invest in REITs, which report information on the source of their distributions annually. REITs are pooled investment vehicles that invest primarily in income producing real estate or real estate related loans or interests (such as mortgages). Certain distributions received from REITs during the year are recorded as realized gains or return of capital as estimated by the Fund or when such information becomes known.

**Investment Companies:****Exchange-Traded Funds:**

The Fund may invest in ETFs. ETFs are a type of index fund, the shares of which are bought and sold on a securities exchange. An ETF trades like common stock and represents a fixed portfolio of securities designed to track the performance and dividend yield of a particular domestic or foreign market index. The Fund may purchase shares of an ETF to temporarily gain exposure to a portion of the U.S. or a foreign market while awaiting purchase of underlying securities. The risks of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although the lack of liquidity of an ETF could result in it being more volatile. Additionally, ETFs have fees and expenses that reduce their value.

**Open-End Funds:**

The Fund may invest in portfolios of open-end investment companies. These investment companies value securities in their portfolios for which market quotations are readily available at their market values (generally the last reported sale price) and all other securities and assets at their fair value by the methods established by the board of directors of the underlying funds.

**Derivative Instruments:****Futures Contracts:**

The Fund may enter into contracts for the future delivery of securities or foreign currencies and futures contracts based on a specific security, class of securities, foreign currency or an index, and purchase or sell options on any such futures contracts. A futures contract on a securities index is an agreement obligating either party to pay, and entitling the other party to receive, while the contract is outstanding, cash payments based on the level of a specified securities index. No physical delivery of the underlying asset is made. The Fund may use futures contracts to gain exposure to, or hedge against, changes in the value of equities, interest rates, or foreign currencies. The acquisition of put and call options on futures contracts will give the Fund the right (but not the obligation), for a specified price, to sell or to purchase the underlying futures contract, upon exercise of the option, at any time during the option period. Futures transactions involve brokerage costs and require the Fund to segregate assets to cover contracts that would require it to purchase securities or currencies. A good faith margin deposit, known as initial margin, of cash or government securities with a broker or custodian is required to initiate and maintain open positions in futures contracts. Subsequent payments, known as variation margin, are made or received by the Fund based on the change in the market value of the position and are recorded as unrealized appreciation or depreciation until the contract is closed out, at which time the gain or loss is realized. The Fund may lose the expected benefit of futures transactions if interest rates, exchange rates or securities prices change in an unanticipated manner. Such unanticipated changes may also result in lower overall performance than if the Fund had not entered into any futures transactions. In addition, the value of the Fund's futures positions may not prove to be perfectly or even highly correlated with the value of its portfolio securities or foreign currencies, limiting the Fund's ability to hedge effectively against interest rate, exchange rate and/or market risk and giving rise to additional risks. There is no assurance of liquidity in the secondary market for purposes of closing out futures positions. With exchange-listed futures contracts, counterparty credit risk to the Fund is limited to the exchange's clearinghouse which, as counterparty to all exchange-traded futures contracts, guarantees the transactions against default from the actual counterparty to the transaction. The Fund

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invested nominally in futures contracts during the six-months ended January 31, 2020, and held no futures contracts at period end. Futures contracts held during the period were not subject to master netting provisions.

#### **Summary of Derivative Instruments:**

The following table presents the effect of derivative instruments on the Statement of Operations, categorized by risk exposure, for the six-months ended January 31, 2020 (amounts in thousands):

	<b>Net Realized Gains (Losses) on Derivatives Recognized as a Result from Operations</b>	<b>Net Change in Unrealized Appreciation/Depreciation on Derivatives Recognized as a Result of Operations</b>
	<b>Net Realized Gains (Losses) from Futures Contracts</b>	<b>Net Change in Unrealized Appreciation/Depreciation on Futures Contracts</b>
<b>Interest Rate Risk Exposure: . . . . .</b>	\$6,543	\$(2,329)

#### **Securities Purchased on a Delayed-Delivery or When-Issued Basis:**

The Fund may purchase securities on a delayed-delivery or when-issued basis. Delivery and payment for securities that have been purchased by the Fund on a delayed-delivery, when-issued basis, or for delayed draws on loans can take place a month or more after the trade date. At the time the Fund makes the commitment to purchase a security on a delayed-delivery or when-issued basis, the Fund records the transaction and reflects the value of the security in determining net asset value. No interest accrues to the Fund until the transaction settles and payment takes place. A segregated account is established and the Fund maintains cash and/or marketable securities at least equal in value to commitments for delayed-delivery or when-issued securities. If the Fund owns delayed-delivery or when-issued securities, these values are included in "Payable for investments purchased" on the accompanying Statement of Assets and Liabilities and the segregated assets are identified in the Schedule of Portfolio Investments.

#### **Mortgage- and Asset-Backed Securities:**

The values of some mortgage-related or asset-backed securities may be particularly sensitive to changes in prevailing interest rates. Early repayment of principal on some mortgage-related securities may expose the Fund to a lower rate of return upon reinvestment of principal. The values of mortgage and asset-backed securities depend in part on the credit quality and adequacy of the underlying assets or collateral and may fluctuate in response to the market's perception of these factors as well as current and future repayment rates. Some mortgage-backed securities are backed by the full faith and credit of the U.S. government (e.g., mortgage-backed securities issued by the Government National Mortgage Association, commonly known as "Ginnie Mae"), while other mortgage-backed securities (e.g., mortgage-backed securities issued by the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation, commonly known as "Fannie Mae" and "Freddie Mac"), are backed only by the credit of the government entity issuing them. In addition, some mortgage-backed securities are issued by private entities and, as such, are not guaranteed by the U.S. government or any agency or instrumentality of the U.S. government.

#### **Leveraged Loans:**

The Fund may invest in leveraged loans, a type of bank loan. Leveraged loans are adjustable-rate bank loans made to companies rated below investment grade. The interest rates on leveraged loans are reset periodically based upon the fluctuations of a base interest rate such as LIBOR and a "spread" above that base interest rate that represents a risk premium to the lending banks and/or other participating investors. Many bank loans bear an adjustable rate of interest; however, leveraged loans provide for a greater "spread" over the base interest rate than other bank loans because they are

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considered to represent a greater credit risk. Because they are perceived to represent a greater credit risk, leveraged loans possess certain attributes that are similar to high-yield securities. However, because they are often secured by collateral of the borrower, leveraged loans possess certain attributes that are similar to other bank loans.

#### **Investment Transactions and Related Income:**

Changes in holdings of investments are accounted for no later than one business day following the trade date. For financial reporting purposes, however, investment transactions are accounted for on trade date on the last business day of the reporting period. Interest income is determined on the basis of coupon interest accrued using the effective interest method which adjusts, where applicable, the amortization of premiums or accretion of discount. Gains or losses realized on sales of securities are determined by comparing the identified cost of the security lot sold with the net sales proceeds.

Withholding taxes on interest, dividends, and gains as a result of certain investments in ADRs by the Fund have been provided for in accordance with each investment's applicable country's tax rules and rates.

#### **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. Borrowers are required to secure their loans for collateral in the amount of at least 102% of the value of U.S. securities loaned or at least 105% of the value of non-U.S. securities loaned, marked-to-market daily. Any collateral shortfalls associated with increases in the valuation of the securities loaned are cured the next business day once the shortfall exceeds \$100 thousand. 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, primarily open-end investment companies. 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. During the time portfolio securities are on loan, the borrower will pay the Fund any dividends or interest paid on such securities plus any fee negotiated between the parties to the lending agreement. The Fund also earns a return from the collateral. The Fund pays Citibank various fees in connection with the investment of cash collateral and fees based on the investment income received from securities lending activities. Securities lending income (net of these fees) is disclosed on the Statement of Operations. 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. The following table (amounts in thousands) is a summary of the Fund's securities lending transactions as of January 31, 2020.

<u>Value of Securities on Loan</u>	<u>Non-Cash Collateral</u>	<u>Cash Collateral</u>
\$29,311	\$—	\$30,209

#### **Foreign Currency Translations:**

The accounting records of the Fund are maintained in U.S. dollars. Investment securities and other assets and liabilities of the Fund denominated in a foreign currency are translated into U.S. dollars at current exchange rates. Purchases and sales of securities, income receipts, and expense payments are translated into U.S. dollars at the exchange rates on the date of the transactions. The Fund does not isolate the portion of the results of operations resulting from changes in foreign exchange rates on

*(Unaudited)*

investments from fluctuations arising from changes in market prices of securities held. Such fluctuations are disclosed as net change in unrealized appreciation/depreciation on investments and foreign currency translations on the Statement of Operations. Any realized gains or losses from these fluctuations, including foreign currency arising from in-kind redemptions, are disclosed as net realized gains or losses from investment transactions and foreign currency translations on the Statement of Operations.

**Federal Income Taxes:**

It is the Fund's policy to continue to qualify as a regulated investment company by complying with the provisions available to certain investment companies, as defined in applicable sections of the Internal Revenue Code, and to make distributions of net investment income and net realized gains sufficient to relieve it from all, or substantially all, federal income taxes. Accordingly, no provision for federal income taxes is required in the financial statements. The Fund has a tax year end of July 31.

Management of the Fund has reviewed tax positions taken in tax years that remain subject to examination by all major tax jurisdictions, including federal (i.e., the last four tax year ends and the interim tax period since then). Management believes that there is no tax liability resulting from unrecognized tax benefits related to uncertain tax positions taken.

**Allocations:**

Expenses directly attributable to the Fund are charged to the Fund, while expenses that are attributable to more than one fund in the Trust, or jointly with an affiliated trust, are allocated among the respective funds in the Trust and/or affiliated trust based upon net assets or another appropriate basis.

Income, expenses (other than class-specific expenses such as transfer agent fees, state registration fees, distribution and service 12b-1 fees, and printing fees), and realized and unrealized gains or losses on investments are allocated to each class of shares based on its relative net assets on the date income is earned or expenses and realized and unrealized gains and losses are incurred.

**Cross-Trade Transactions:**

Pursuant to Rule 17a-7 under the 1940 Act, the Fund may engage in cross-trades, which are securities transactions with affiliated investment companies and advisory accounts managed by the Adviser and any applicable sub-adviser. Any such purchase or sale transaction must be effected without brokerage commission or other remuneration, except for customary transfer fees. The transaction must be effected at the current market price, which is either the security's last sale price on an exchange or, if there are no transactions in the security that day, at the average of the highest bid and lowest asked price. For the six-months ended January 31, 2020, the Fund engaged in the following securities transactions with affiliated funds, which resulted in the following net realized gains (losses): (amounts in thousands)

<u>Purchases</u>	<u>Sales</u>	<u>Net Realized Gains (Losses)</u>
\$—	\$5,162	\$61

**3. Purchases and Sales:**

Cost of purchases and proceeds from sales/maturities of securities (excluding securities maturing less than one year from acquisition) for the six-months ended January 31, 2020, were as follows for the Fund (amounts in thousands):

<u>Purchases (excluding U.S. Government Securities)</u>	<u>Sales (excluding U.S. Government Securities)</u>	<u>Purchases of U.S. Government Securities</u>	<u>Sales of U.S. Government Securities</u>
\$959,156	\$543,933	\$106,569	\$187,982

*(Unaudited)***4. Affiliated Fund Ownership:**

The Fund offers its shares for investment by other USAA funds. The USAA fund-of-funds do not invest in the underlying funds for the purpose of exercising management or control, and the affiliated fund-of-funds' annual and semi-annual reports may be viewed at [usaa.com](http://usaa.com). As of January 31, 2020, certain USAA fund-of-funds owned total outstanding shares of the Fund:

USAA Cornerstone Conservative Fund .....	0.7%
USAA Target Retirement Income Fund .....	0.7%
USAA Target Retirement 2020 Fund .....	1.2%
USAA Target Retirement 2030 Fund .....	1.5%
USAA Target Retirement 2040 Fund .....	0.9%
USAA Target Retirement 2050 Fund .....	0.4%
USAA Target Retirement 2060 Fund .....	0.0%*

\* Amount is less than 0.05%.

**5. Fees and Transactions with Affiliates and Related Parties:****Investment Advisory and Management Fees:**

Investment advisory services are provided to the Fund by Victory Capital Management Inc. ("VCM" or "Adviser"), a New York corporation registered as an investment adviser with the Securities and Exchange Commission ("SEC"). The Adviser is a wholly-owned indirect subsidiary of Victory Capital Holdings, Inc., a publicly traded Delaware corporation, and a wholly-owned direct subsidiary of Victory Capital Operating, LLC. Under the terms of the Investment Advisory Agreement, the Adviser is entitled to receive 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. Amounts incurred and paid to VCM are reflected on the Statement of Operations as Investment Advisory fees.

No performance adjustments will be made for periods 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.

The performance adjustment will be calculated monthly by comparing each class' performance to that of the Lipper A Rated Bond Funds Index. The Lipper A Rated Bond Funds Index tracks the total return performance of each class within the Lipper A Rated Bond Funds category.

The performance period for each share class will consist of the current month plus the previous number of months beginning July 1, 2019. The following table is utilized to determine the extent of the performance adjustment:

<u>Over/Under Performance Relative to Index (in basis points)<sup>1</sup></u>	<u>Annual Adjustment Rate (in basis points)<sup>1</sup></u>
+/- 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 the 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.

*(Unaudited)*

Under the performance fee arrangement, each class pays 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 has overall negative returns during the performance period.

The Trust relies on an exemptive order granted to VCM and its affiliated funds by the SEC in March 2019 permitting the use of a “manager-of-managers” structure for certain funds. 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. For the six-months ended January 31, 2020, the Fund had no subadvisors.

**Administration and Servicing Fees:**

VCM serves as the Fund’s administrator and fund accountant. Under the Fund Administration, Servicing and Accounting Agreement, VCM is paid for its services an annual fee at a 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, respectively. Amounts incurred are reflected on the Statement of Operations as Administration fees.

The Fund (as part of the Trust) has entered into an agreement to provide compliance services with the Adviser, pursuant to which the Adviser furnishes its compliance personnel, including the services of the Chief Compliance Officer (“CCO”), and other resources reasonably necessary to provide the Trust with compliance oversight services related to the design, administration and oversight of a compliance program for the Trust in accordance with Rule 38a-1 under the 1940 Act. The CCO is an employee of the Adviser, which pays the compensation of the CCO and support staff. Funds in the Trust, Victory Variable Insurance Funds, Victory Portfolios, and Victory Portfolios II (collectively, the “Victory Funds Complex”) in the aggregate, compensate the Adviser for these services. Amounts incurred are reflected on the Statement of Operations as Compliance fees.

Citi Fund Services Ohio, Inc. (“Citi”), an affiliate of Citibank, acts as sub-administrator and sub-fund accountant to the Fund pursuant to a Sub-Administration and Sub-Fund Accounting Services Agreement between VCM and Citi. VCM pays Citi a fee for providing these services. The Trust reimburses VCM and Citi for all of their reasonable out-of-pocket expenses incurred in providing these services and certain other expenses specifically allocated to the Funds, under the Fund Administration, Servicing, and Accounting Agreement. Amounts incurred are reflected on the Statement of Operations as Sub-Administration fees.

**Transfer Agency Fees:**

Victory Capital Transfer Agency, Inc. (“VCTA”), provides transfer agency services to the Fund. VCTA, an affiliate of the Adviser, 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% and 0.01%, respectively, of average daily net assets, plus out-of-pocket expenses. Amounts incurred are reflected on the Statement of Operations as Transfer Agent fees.

FIS Investor Services LLC serves as sub-transfer agent and dividend disbursing agent for the Fund pursuant to a Sub-Transfer Agent Agreement between VCTA and FIS Investor Services LLC. VCTA provides FIS Investor Services LLC a fee for providing these services.

**Distributor/Underwriting Services:**

Victory Capital Advisers, Inc. (the “Distributor”), an affiliate of the Adviser, serves as distributor for the continuous offering of the Adviser Shares pursuant to a Distribution Agreement between the Distributor and the Trust. Pursuant to the Distribution and Service Plans adopted in accordance with Rule 12b-1 under the 1940 Act, the Distributor may receive a monthly distribution and service fee, at an annual



*(Unaudited)*

rate of up to 0.25% of the average daily net assets of the Adviser Shares. Amounts incurred are reflected on the Statement of Operations as 12b-1 Fees.

Adviser Shares are offered and sold without imposition of an initial sales charge or a contingent deferred sales charge.

**Other Fees:**

Citibank, N.A., serves as the Fund's custodian.

K&L Gates LLP provides legal services to the Trust.

The Adviser has entered into an expense limitation agreement with the Fund until at least June 30, 2021. Under the terms of the agreement, the Adviser has agreed to waive fees or reimburse certain expenses to the extent that ordinary operating expenses incurred by certain classes of the Fund in any fiscal year exceed the expense limit for such classes of the Fund. Such excess amounts will be the liability of the Adviser. Interest, taxes, brokerage commissions, other expenditures, which are capitalized in accordance with GAAP, and other extraordinary expenses not incurred in the ordinary course of the Fund's business are excluded from the expense limits.

The expense limits (excluding voluntary waivers) are 0.52%, 0.46%, 0.77% and 0.39% for Fund Shares, Institutional Shares, Adviser Shares, and R6 Shares, respectively. Under this expense limitation agreement, the Fund has agreed to repay fees and expenses that were waived or reimbursed by the Adviser for a period 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. As of January 31, 2020, the following amounts are available to be repaid to the Adviser (amounts in thousands). Amounts repaid to the Adviser during the six-months ended January 31, 2020, if any, are reflected on the Statement of Operations as "Expenses waived/reimbursed by Adviser."

**Expires July 31, 2023**

\$6

The Adviser, may voluntarily waive or reimburse additional fees to assist the Fund in maintaining competitive expense ratios. Voluntary waivers and reimbursements applicable to the Fund are not available to be recouped at a future time. There were no voluntary waivers or reimbursements for the six-months ended January 31, 2020.

Certain officers and/or interested trustees of the Fund are also officers and/or employees of the Adviser, Administrator, Sub-Administrator, Sub-Fund Accountant, and Legal.

**6. Risks:**

The Fund may be subject to other risks in addition to these identified risks.

Overall stock market risks may affect the value of the Fund. Factors such as domestic and international economic growth and market conditions, interest rate levels, and political events affect the securities market.

The value of a debt security or other income-producing security changes in response to various factors, including, for example, market-related factors (such as changes in interest rates or changes in the risk appetite of investors generally) and changes in the actual or perceived ability of the issuer (or of issuers generally) to meet its (or their) obligations.

Bond prices generally are linked to the prevailing market interest rates. In general, when interest rates rise, bond prices fall; conversely, when interest rates fall, bond prices rise. The price volatility of a bond also depends on its duration. Generally, the longer the duration of a bond, the greater is its sensitivity to interest rates. To compensate investors for this higher interest rate risk, bonds with longer durations generally offer higher yields than bonds with shorter durations.

*(Unaudited)***7. Borrowing and Interfund Lending:****Line of Credit:**

The Victory Funds Complex participate in a short-term, demand note “Line of Credit” agreement with Citibank. Under the agreement with Citibank, the Victory Funds Complex could borrow up to \$600 million, of which \$300 million is committed and \$300 million is uncommitted. \$40 million of the Line of Credit is reserved for use by the Victory Floating Rate Fund, another series of the Victory Funds Complex, 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% on \$300 million for providing the Line of Credit. Each fund in the Victory Funds Complex pays a pro-rata portion of the commitment fees plus any interest (one month LIBOR plus one percent) on amounts borrowed. Interest charged to the Fund, if any, during the period is presented on the Statement of Operations under line of credit fees.

The Fund had no borrowings under the Line of Credit agreement during the six-months ended January 31, 2020.

**Interfund Lending:**

The Trust and Adviser rely on an exemptive order granted by the SEC in March 2017 (the “Order”), permitting the establishment and operation of an Interfund Lending Facility (the “Facility”). The Facility allows the Fund to directly lend and borrow money to or from any other Fund in the Victory Fund Complex 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. The interfund loan rate is determined, as specified in the Order, by averaging the current repurchase agreement rate and the current bank loan rate. As a Borrower, interest charged to the Fund during the period is presented on the Statement of Operations under Interest expense on Interfund lending. As a Lender, interest earned by the Fund, if any, during the period is reflected on the Statement of Operations under Income on Interfund lending.

The average borrowing and lending for the days outstanding and average interest rate for the Fund during the six-months ended January 31, 2020 were as follows (amounts in thousands):

<u>Fund</u>	<u>Borrower or Lender</u>	<u>Amount Outstanding</u>	<u>Average Borrowing*</u>	<u>Days Borrowing Outstanding</u>	<u>Average Interest Rate*</u>	<u>Maximum Borrowing During the Period</u>
		<u>at January 31, 2020</u>				
USAA Growth & Income Fund . . . . .	Borrower	\$—	\$5,024	9	2.61%	\$8,200

\*For the six-months ended January 31, 2020, based on the number of days borrowings were outstanding.

**8. Federal Income Tax Information:**

The Fund intends to distribute any net investment income monthly. Distributable net realized gains, if any, are declared and paid at least annually.

The amounts of dividends from net investment income and distributions from net realized gains (collectively distributions to shareholders) are determined in accordance with federal income tax regulations, which may differ from GAAP. To the extent these “book/tax” differences are permanent in nature (e.g., net operating loss and distribution reclassification), such amounts are reclassified within the components of net assets based on their federal tax-basis treatment; temporary differences (e.g., wash sales) do not require reclassification. To the extent dividends and distributions exceed net

*(Unaudited)*

investment income and net realized gains for tax purposes, they are reported as distributions of capital. Net investment losses incurred by the Fund may be reclassified as an offset to capital on the accompanying Statement of Assets and Liabilities.

The tax character of current year distributions paid and the tax basis of the current components of accumulated earnings (deficit) will be determined at the end of the current tax year ending July 31, 2020.

As of the most recent tax year ended July 31, 2019, the Fund had no capital loss carryforwards for federal income tax purposes.

**9. Subsequent Event:**

An outbreak of respiratory disease called COVID-19 was first detected in China in December 2019 and subsequently spread internationally. The transmission of COVID-19 and efforts to contain its spread have resulted in international, national and local border closings and other significant travel restrictions and disruptions, significant disruptions to business operations, supply chains and consumer activity, significant challenges in healthcare service preparation and delivery, and quarantines, as well as general concern and uncertainty that has negatively affected the economic environment and that occurred subsequent to year end may have a significant negative impact on the operations and profitability of the Funds' investments. These impacts have caused significant volatility and declines in global financial markets, which have caused losses for investors. The impact of the COVID-19 pandemic may be short term or may last for an extended period of time, and in either case could result in a substantial economic downturn or recession. Public health crises may exacerbate other pre-existing political, social, economic, market and financial risks. The extent of the impact to the financial performance of the Funds' investments will depend on future developments, including (i) the duration and spread of the outbreak, (ii) the restrictions and advisories, (iii) the effects on the financial markets, and (iv) the effects on the economy overall, all of which are highly uncertain and cannot be predicted.

(Unaudited)

## Expense Examples

As a shareholder of the Fund, you may incur two types of costs: (1) transaction costs, and (2) ongoing costs, including management fees and other Fund expenses. These examples are intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

These examples are based on an investment of \$1,000 invested at the beginning of the period and held for the entire period from August 1, 2019, through January 31, 2020.

The **Actual Expense** figures in the table below provide information about actual account values and actual expenses. You may use the information below, together with the amount you invested, 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 in the table under the heading entitled "Actual Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

The **Hypothetical Expense** figures in the table below provide information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio 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 this 5% hypothetical example with the 5% hypothetical examples that appear in shareholder reports of other funds.

Please note the expenses shown in the table below are meant to highlight your ongoing costs only and do not reflect any transactional costs. If these transactional costs were included, your costs would have been higher.

	Beginning Account Value 8/1/19	Actual Ending Account Value 1/31/20	Hypothetical Ending Account Value 1/31/20	Actual Expenses Paid During Period 8/1/19- 1/31/20*	Hypothetical Expenses Paid During Period 8/1/19- 1/31/20*	Annualized Expense Ratio During Period 8/1/19- 1/31/20
Fund Shares . . . . .	\$1,000.00	\$1,049.90	\$1,022.52	\$2.68	\$2.64	0.52%
Institutional Shares . . . . .	1,000.00	1,051.00	1,022.82	2.37	2.34	0.46%
Adviser Shares . . . . .	1,000.00	1,048.90	1,021.22	4.02	3.96	0.78%
R6 Shares . . . . .	1,000.00	1,050.50	1,023.18	2.01	1.98	0.39%

\* Expenses are equal to the average account value multiplied by the Fund's annualized expense ratio multiplied by 184/366 (the number of days in the most recent fiscal half-year divided by the number of days in the fiscal year).

Effective July 1, 2019, the Fund's Adviser Shares entered into an expense limitation agreement with the Advisor to limit expenses to 0.77%. The annualized expense ratio of 0.78% for the Adviser Shares, as represented in the table above, reflects adjustments for U.S. generally accepted accounting principles. The values in the table below reflect your costs (in dollars) of investing in the Fund, accruing at the expense limit of 0.77% for the entire six-months ended January 31, 2020.

	Beginning Account Value 8/1/19	Actual Ending Account Value 1/31/20	Hypothetical Ending Account Value 1/31/20	Actual Expenses Paid During Period 8/1/19- 1/31/20*	Hypothetical Expenses Paid During Period 8/1/19- 1/31/20*	Annualized Expenses Ratio During Period 8/1/19- 1/31/20
Adviser Shares . . . . .	\$1,000.00	\$1,048.90	\$1,021.27	\$3.97	\$3.91	0.77%

\* Expenses are equal to the average account value multiplied by the Fund's annualized expense ratio multiplied by 184/366 (the number of days in the most recent fiscal half-year divided by the number of days in the fiscal year).

## Proxy Voting and Portfolio Holdings Information

### **Proxy Voting:**

Information regarding the policies and procedures the Fund uses to determine how to vote proxies relating to portfolio securities is available without charge, upon request, by calling (800) 539-3863. The information is also included in the Fund's Statement of Additional Information, which is available on the SEC's website at [www.sec.gov](http://www.sec.gov).

Information relating to how the Fund voted proxies relating to portfolio securities held during the most recent 12 months ended June 30 is available on the SEC's website at [www.sec.gov](http://www.sec.gov).

The Trust files a complete list of Schedules of Portfolio Investments with the SEC for the first and third quarter of each fiscal year on Form N-PORT. Forms N-PORT are available on the SEC's web site at [www.sec.gov](http://www.sec.gov).

# Privacy Policy

## Protecting the Privacy of Information

The Trust respects your right to privacy. We also know that you expect us to conduct and process your business in an accurate and efficient manner. To do so, we must collect and maintain certain personal information about you. This is the information we collect from you on applications or other forms, and from the transactions you make with us or third parties. It may include your name, address, social security number, account transactions and balances, and information about investment goals and risk tolerance.

We do not disclose any information about you or about former customers to anyone except as permitted or required by law. Specifically, we may disclose the information we collect to companies that perform services on our behalf, such as the transfer agent that processes shareholder accounts and printers and mailers that assist us in the distribution of investor materials. We may also disclose this information to companies that perform marketing services on our behalf. This allows us to continue to offer you Victory investment products and services that meet your investing needs, and to effect transactions that you request or authorize. These companies will use this information only in connection with the services for which we hired them. They are not permitted to use or share this information for any other purpose.

To protect your personal information internally, we permit access only by authorized employees and maintain physical, electronic and procedural safeguards to guard your personal information.\*

\* You may have received communications regarding information about privacy policies from other financial institutions which gave you the opportunity to “opt-out” of certain information sharing with companies which are not affiliated with that financial institution. The Trust does not share information with other companies for purposes of marketing solicitations for products other than the Trust. Therefore, the Trust does not provide opt-out options to their shareholders.

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