

**Victory Integrity Mid-Cap Value Fund**

SECURITY DESCRIPTION	MATURITY DATE	TRADED MARKET VALUE (BASE)	TRADED MARKET VALUE (BASE) %
AFFILIATED MANAGERS GROUP		404,668.32	0.60%
ALEXANDRIA REAL ESTATE EQ		926,299.12	1.36%
ALLEGHENY TECHNOLOGIES		515,883.69	0.76%
ALLIANT ENERGY CORP.		724,756.50	1.07%
ALLY FINANCIAL INC		703,230.44	1.03%
AMERICAN FINANCIAL GROUP		765,069.03	1.13%
ANALOG DEVICES, INC.		632,652.93	0.93%
APARTMENT INVEST & MGT CO		642,929.76	0.95%
ARAMARK		630,561.02	0.93%
ARCONIC INC		308,082.78	0.45%
ARROW ELECTRONICS		623,721.70	0.92%
ASSURANT, INC.		561,414.88	0.83%
ATMOS ENERGY CORP		621,873.04	0.92%
AVNET, INC.		671,026.80	0.99%
BEACON ROOFING SUPPLY INC		375,311.04	0.55%
BRUNSWICK CORP.		574,400.70	0.85%
CIT GROUP, INC.		607,536.25	0.89%
CABOT CORP.		329,993.90	0.49%
CAESARS ENTERTAINMENT COR		422,725.03	0.62%
CAMDEN PROPERTY TRUST		856,990.65	1.26%
CARDINAL HEALTH, INC.		534,441.80	0.79%
CARPENTER TECHNOLOGY		393,632.94	0.58%
CENTURYLINK, INC.		521,811.45	0.77%
CINEMARK HOLDINGS INC		580,962.40	0.85%
COMERICA, INC.		604,334.62	0.89%
CONAGRA BRANDS, INC.		406,438.08	0.60%
CONSTELLATION BRANDS, INC		575,253.14	0.85%
CORNING, INC.		667,278.48	0.98%
CUMMINS, INC.		687,043.24	1.01%
DTE ENERGY CO.		860,560.60	1.27%
DIAMONDBACK ENERGY INC		627,393.60	0.92%
DUKE REALTY (REIT)		892,954.30	1.31%
DYCOM INDUSTRIES INC.		542,615.64	0.80%
EDISON INTERNATIONAL		622,993.98	0.92%
ENCOMPASS HEALTH CORP		629,648.50	0.93%
EVERGY INC		711,441.64	1.05%
FMC CORP.		633,245.52	0.93%
FNB CORP		521,825.04	0.77%
FIRSTENERGY CORP.		752,201.60	1.11%
FOOT LOCKER INC		541,682.40	0.80%
ARTHUR J GALLAGHER & CO.		832,515.20	1.23%

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HCP, INC.		1,098,123.81	1.62%
HANOVER INSURANCE GROUP		631,025.08	0.93%
HESS CORP.		454,207.50	0.67%
HILL-ROM HOLDINGS, INC.		877,530.50	1.29%
HOLLYFRONTIER CORP		626,680.08	0.92%
HOLOGIC, INC.		561,343.80	0.83%
HOST HOTELS & RESORTS INC		861,772.32	1.27%
HUNTINGTON BANCSHARES INC		701,158.24	1.03%
HUNTINGTON INGALLS INDUST		906,256.22	1.33%
KANSAS CITY SOUTHERN		687,049.10	1.01%
KIMCO REALTY CORP.		690,557.05	1.02%
KOHL'S CORP.		567,538.70	0.84%
THE KROGER CO		795,767.50	1.17%
LPL FINANCIAL HOLDINGS		528,403.08	0.78%
L3 TECHNOLOGIES INC		800,919.92	1.18%
LAB CORP OF AMERICA HLDGS		801,880.56	1.18%
LAMB WESTON HOLDING		598,189.92	0.88%
LINCOLN NATIONAL CORP.		649,841.15	0.96%
MARATHON OIL CORP.		651,265.44	0.96%
MCCORMICK & CO, INC.		557,795.44	0.82%
METHANEX CORP.		561,565.86	0.83%
MOLINA HEALTHCARE INC		636,769.38	0.94%
THE MOSAIC CO.		560,423.06	0.82%
MOTOROLA SOLUTIONS, INC.		624,897.28	0.92%
NCR CORP		572,360.92	0.84%
NAVISTAR INTL CORP		57,712.80	0.08%
NOBLE ENERGY, INC.		434,556.64	0.64%
NUANCE COMMUNICATIONS INC		545,274.45	0.80%
OLD DOMINION FRGHT LINE		525,449.95	0.77%
OSHKOSH CORP		521,318.93	0.77%
OWENS CORNING INC		621,173.52	0.91%
PPL CORP.		1,058,267.15	1.56%
PARKER HANNIFIN CORP.		696,632.94	1.03%
PINNACLE WEST CAPITAL		828,484.80	1.22%
POST HOLDINGS INC		478,806.36	0.70%
QUANTA SERVICES, INC.		474,586.70	0.70%
RAYMOND JAMES FINANCIAL		621,397.91	0.91%
SITE CENTERS CORP		603,171.09	0.89%
STANLEY BLACK & DECKER		878,292.90	1.29%
SUNTRUST BANKS, INC.		845,071.76	1.24%
SYMANTEC CORPORATION		772,673.24	1.14%

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SYNOVUS FINANCIAL CORP		721,662.41	1.06%
SYNNEX CORP		555,128.28	0.82%
TAPESTRY INC		664,976.25	0.98%
TEGNA INC COM		516,727.19	0.76%
TERADYNE, INC.		498,816.48	0.73%
TIFFANY & CO.		475,733.59	0.70%
TIMKEN CO.		617,571.36	0.91%
UGI CORP		590,477.80	0.87%
UNITED CONTINENTAL HLDG		709,025.64	1.04%
US FOODS HOLDING CORP		617,328.04	0.91%
VOYA FINANCIAL		729,022.68	1.07%
WELLTOWER INC		618,165.46	0.91%
WORLDPAY INC		521,329.03	0.77%
WPX ENERGY INC.		454,329.15	0.67%
WYNDHAM DESTINATIONS INC		364,779.52	0.54%
ZIMMER BIOMET HOLDINGS		928,190.28	1.37%
ZIONS BANCORPORATION		989,778.30	1.46%
CITIBANK DOLLARS ON DEP	12/31/2099	3,128,754.40	4.60%
EVEREST RE GROUP LTD		676,144.80	0.99%
PERRIGO CO PLC		505,803.75	0.74%
ROYAL CARRIBBEAN CRUISES		616,957.11	0.91%
FLEX LTD		453,449.46	0.67%
			<b>100.00%</b>

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