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4900 Tiedeman Road, 4th Floor
Brooklyn, OH 44144

David C. Brown
Chief Executive Officer

December 30, 2013

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue, NW
Washington, D.C. 20210

Re: Victory Capital Management Inc. Reporting and Disclosure Compliance Statement

To Whom It May Concern:

Enclosed please find a filing under Section 2520.104-23 of ERISA's Department of Labor regulations.

Please contact the undersigned with any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read 'D. Brown', written in a cursive style.

David C. Brown
Chief Executive Officer

**VICTORY CAPITAL MANAGEMENT INC.
DEFERRED COMPENSATION PLAN**

Reporting and Disclosure Compliance Statement

In compliance with Section 110 of the Employee Retirement Income Security Act of 1974 ("ERISA") and Section 2520.104-23 of the regulations thereunder, the employer named below is filing this Reporting and Disclosure Compliance Statement and in connection therewith, provide the following information:

Employer's Name, Address, and
Employer Identification Number:

Victory Capital Management Inc.
4900 Tiedman Road, 4th Floor
Brooklyn, OH 44144
EIN: 13-2700161

Plan Name:

Victory Capital Management Inc.
Deferred Compensation Plan ("Plan")

No. of "Top Hat" Plans:

1

No. of Employees in the Plan:

16

The Employer maintains the Plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

The Employer will provide the Plan documents to the Secretary of Labor upon request, as required by Section 104(a)(6) of ERISA.

Dated: 12.30.2013

Victory Capital Management Inc.
Plan Administrator

By: 

Its: PLAN ADMINISTRATOR

From: (512) 600-5230
 Scott Hauptmann
 JEM Resource Partners
 900 S. Capital of Texas Hwy
 Suite 350
 Austin, TX 78748

Origin ID: MMRA



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US Department of Labor
200 Constitution Avenue, NW
Room N-1513
Washington, DC 20210

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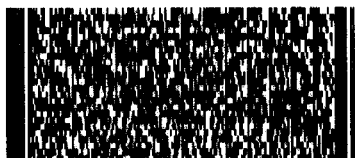
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