

VICTORY CAPITAL TO ACQUIRE COMPASS EMP

*Compass EMP Family of Smart Beta Strategies
Includes 16 Mutual Funds and 5 ETFs*

Cleveland, OH, December 1, 2014 – Victory Capital today announced it has reached an agreement to acquire the business of Compass Efficient Model Portfolios, LLC (“Compass EMP”). Compass EMP, which is based in Brentwood, TN, has developed a smart beta investment approach that combines fundamental criteria with volatility weighting to improve an investor’s ability to outperform traditional indexing strategies.

Compass EMP, which had nearly \$1 billion in assets under management as of October 31, 2014, was co-founded by Stephen M. Hammers, CIMA®, a leading authority on structured indexing, alternative investment strategies, and portfolio allocation, and David J. Moore, CFP®, a 30-year industry veteran with expertise in client development and financial advisory services.

Victory Capital’s acquisition of Compass EMP is an extension of the firm’s multi-boutique business model in which autonomous investment franchises deliver client-centric solutions across a variety of asset classes. The franchises are supported by a best-in-class client servicing, distribution, operations and technology platform. Victory Capital recently expanded its investment capabilities with the acquisition of Munder Capital Management and its wholly owned subsidiary, Integrity Asset Management.

“Bringing Compass EMP on to our platform will allow us to broaden the range of investment solutions that we are able to offer to our clients. Clients will also be able choose from an expanded set of investment vehicles, including ETFs,” said David Brown, Victory Capital’s chairman and chief executive officer. “Investors are increasingly looking for strategies that provide better risk-adjusted returns than traditional cap-weighted indexes and Compass has been at the forefront of understanding and responding to this trend.”

Mr. Hammers, who will continue as Compass EMP’s chief investment officer, said partnering with Victory Capital offers the firm a compelling opportunity to continue to grow while maintaining a singular focus on money management.

“Being part of Victory Capital allows us to maintain our investment focus while leveraging their strong client servicing and operational capabilities,” Mr. Hammers said. “There is increasing demand from both the retail and institutional markets for more efficient indexing strategies and by partnering with Victory Capital, we will be much better positioned to serve our expanding client base.”

Terms of the transaction were not disclosed. The acquisition is expected to close in the second quarter of 2015 and is subject to customary closing conditions and consents.*

ABOUT VICTORY CAPITAL

Victory Capital is a multi-boutique asset management firm, headquartered in Cleveland, OH, with offices in Birmingham, MI; Cincinnati, OH; New York, NY; Boston, MA; Denver, CO; Tampa, FL; and Rocky River, OH. As of October 31, 2014, the firm had approximately \$36 billion in assets under management and advisement.**

Victory Capital provides investment advisory services to institutional clients including corporations, non-profits, public funds, Taft-Hartley and sub-advisory clients. Victory Capital offers international and domestic equity and domestic fixed income products to these investors through separate accounts and commingled funds.

Victory Capital is the investment adviser to The Victory Funds, a collection of 29 mutual funds, offering a variety of share classes. Through its intermediary channel, Victory Capital also offers retail and retirement clients separately managed accounts through wrap fee programs and access to its investment models through unified managed accounts.

ABOUT COMPASS EMP

Compass Efficient Model Portfolios, LLC, provides investment products that adhere to a long-term volatility-weighted investment philosophy. In addition to its family of 16 mutual funds, Compass EMP offers five ETFs tracking to proprietary indexes built by the firm's founders. For more information, please visit www.compassempfunds.com.

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**The transaction is subject to customary closing conditions and consents, including the consent of Compass EMP-advised mutual funds and ETFs and satisfaction of certain regulatory requirements.*

***AUM figure includes assets under management and advisement and is comprised of combined totals for Victory Capital, Munder Capital Management and Integrity Asset Management as of October 31, 2014.*