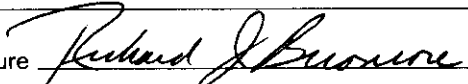


No. C 138885 Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than May 31, 2003 Annual Report Form 1. Mailing Address - Correct in this box, if applicable VICTORY CAPITAL MANAGEMENT INC. COMPLIANCE DEPT 127 PUBLIC SQUARE 20TH FLOOR OH-01-27-5602 CLEVELAND, OH 44114 1306	2. Registered Agent and Office NO PO BOX CORPORATION SERVICE COMPAN 1401 SHORELINE DR STE 2 BOISE, ID 83702 1306 3. <u>New</u> Registered Agent Signature
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4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President	Richard Buoncore	127 Public Square	Cleveland	OH	44114
Secretary	William Blake	127 Public Square	Cleveland	OH	44114

5. Organized Under the Laws of: NEW YORK C 138885	6. Signature  Date <u>3-21-03</u> Name (Typed or Printed) <u>RICHARD J. BUONCORE</u> Title <u>PRESIDENT + CEO</u>
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